

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
PACE E-COMMERCE VENTURES LIMITED

MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

- 1) The Name of the Company is **PACE E-COMMERCE VENTURES LIMITED**
- 2) The Registered office of the company will be situated in the **STATE OF MAHARASHTRA.**
- 3) The objects to be pursued by the company on its incorporation are:

**(A) MAIN OBJECTS OF THE COMPANY ARE AS UNDER:**

1. To Importing, marketing and selling of Outdoor Wheel based products like Scooters, E Scooters, Adventure and Off-roading scooters, Skates and Skate boards, selling spares and accessories, selling of licensed and non-licensed sports products like Footballs, Game tables and football tournament tables, merchandise licensed apparels, marketing and selling every form of toys and sports products, selling of branded bicycles and E-cycles along with spares and accessories.

2. To manufacture, sell, lease, rent, import, export or otherwise deal in all kinds of sports and sports related goods, materials, equipment, machinery, all form of toys and sports products, first aid kits, sports goods kits, prizes, cups, shields, trophies, medallions and other type of award materials and all other sports related infrastructure items, accessories. To manufacture, import, export, trade, sale all kinds of sportswear and apparels and accessories.

3. To carry on the business of manufacturers, assembling, repairing, buying, selling, exchanging, altering, importing, exporting, letting on hire, distributing or dealing in all kinds of furniture fixtures and fittings made from steel, brass, wood, fiber glass, plastics or other material, carpets, linoleums and other floor coverings, glass goods, fittings, other home furnishings and household requisites of all kinds, handicrafts, wooden products, ply wood teak wood and teak boards whether for domestic, office, industrial and agricultural uses.

4. To carry on the business of home improvement & decor including interior and exterior furnishers & decorators for home, offices, factories or any other building and for the purpose to manufacture, process, produce, prepare, make, sell, purchase, import, export, trade, market, all types of items/products of exterior and interior decoration/furnishing, modular furniture, wooden furniture, steel furniture including wood, mica, laminates, partitions, panel products, rods, laminates, plywood, doors, , carpets, rugs. To carry on the business of design, manufacture, import, export, merchant, agents, and deals in all kinds of furnishings and fabrics, handlooms products, curtains, cushions, pillows, carpets, bed sheets and other home furnishings products.

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5. To carry on the business of manufacturers, importers and exporters, whole sale and retail dealers of a in men's, women's and children clothing & wearing apparel of every kind, nature and description including sportswear, daily wears, fashion wears, party wear, wearing apparels, under garments and other similar items; footwear, socks, caps, fashion accessories.

6. To carry on all or any of the business of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms of companies as may be thought expedient.

\*7. To carry on the business of online buyers, sellers, marketers, traders, importers, exporters, merchants, brokers, distributors, Web-Technologies, Internet and E-commerce including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, license, Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, Internet service providers, Web-site designing, Web based and Web enabled services and applications, Ecommerce solutions, platforms, technologies and E-business solutions, IT server farms and hosting business, digital service provider business, IT software development business, providing payment interface, multimedia software development business and any other business activity in the areas of telecommunications and information technology to provide and to provide Tech-enabled solutions to deliver these services and to engage in all businesses as may be related or ancillary to the aforesaid business areas in India or outside India.

\*8. To carry on the business of establish, provide, perform consultancy services and solutions in the field of information technology, system engineering, related technical and commercial consultancy service, import and export of know-how in the field of computers and provide software services infrastructure for customers, as also to take the business of development of software products and render Information technology enabled services such as networking services related thereto including software implementation and support so as to cater to the needs of customers and to export the software products and services out of India.

\*The Main Object Clause of the company has been altered by passing special resolution at the Annual General Meeting of the company held on 27<sup>th</sup> September, 2024.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS:**

1. To purchase, lease, exchange or otherwise acquire land, building, undertaking and other immovable properties of any type of description and rights connected with the land and turn the same into account in any manner, whatsoever, and in particular by preparing building sites, opening road and by constructing, altering, improving decorating, furnishing and maintaining offices, flats, houses, shops, buildings, and by connecting or sub-dividing properties and by leasing or disposing off the same.

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2. To acquire and take over the whole or any part of the business property and liabilities of any person (s), firms or corporation carrying on business which the company is authorised to carry on or possessed of any property or rights suitable for the purposes of the company.
3. To acquire by purchase, lease, hire or otherwise any land, tenements and premises of any tenure or interest in the same whether subject or not to any charges, or encumbrances and to hold, to sell, let alienate, mortgage, charge or otherwise deal with all or any such lands tenements or premises as may be required for the purpose of Company's business.
4. To borrow or raise money other than public deposit on loan for the purpose of Company by promissory notes, bills of exchange, hundies and other negotiable, transferable instruments or by mortgage, charge, hypothecation or pledge or by debentures, or by debenture stock, perpetual or otherwise including debentures, debenture stock, convertible into shares of this Company charged upon by or any of the Company's property and assets both present and future moveable and immovable, including its uncalled capital upon such terms as the Directors may deem expedient or in such other manner with or without security as may be deemed expedient or otherwise for the purpose of financing the business of the Company and to lend money to customers and other having dealings with the Company, to guarantee performances of contracts, agreements by any such persons and including all deeds, writing and assurances for any of the aforesaid purpose or to arrange bank guarantee, for the customers with or without security on commission or otherwise provided that the Company shall not carry on any banking business as provided in Banking Regulation Act, 1949, subject to the provisions of the Companies Act, rules made thereunder and Reserve Bank of India directives.
5. To acquire and secure membership, seat or privilege either in the name of Company or its nominees in any association exchange, market or institution in India and abroad so far as it relates to the Company's business.
6. To amalgamate with any other Company or companies having objects altogether with or in part similar to those of the Company and to invest the funds in the Company having object altogether with or in part similar to the Company.
7. To establish and maintain local registers, agencies and branch places of business and to procure the company to be recognized and carry on business in India or abroad, subject to law in force.
8. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person firm or Company carrying on or engaged in or about to carry on or engage in any business undertaking or transaction.

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9. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered likely to assist any business which the company is authorised to carry on.

10. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition or works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.

11. To subscribe, contribute, or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, public, national, international or other institution, funds or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation or public and general utility or otherwise or which in the opinion of the Directors tends to increase the reputation or popularity of the Company among its employees or the public or further the interest of the Company subject to the provisions of the Companies Act.

12. To establish and maintain, procure the establishment and maintenance of any contributory or non-contributory pension or super - annuation funds for the benefit of and give or procure the giving of donations, gratuities' pensions, allowance, or emolument's to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the Company or is associated with the Company or with any such subsidiary company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well-being of the employees of the Company or of any such other company as aforesaid, and their relatives and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

13. To enter into arrangements with any government, or municipal, local authority or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority, and rights, privileges and concessions, which the Company think it desirable to obtain and to carry out, execute and comply with any such arrangements, rights, privileges and concessions.

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14. To open bank accounts of all nature including overdraft, cash credit, loan accounts and to operate the same and to draw make, accept, endorse, discount, execute and issue promissory note, bills of exchange, hundies bills of lading, motor receipts, railways receipts, warrants, debenture and other negotiable or transferable instruments and to deal with all documents, mercantile or otherwise in the ordinary course of business.
15. To sell and in any other manner deal with or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other Company.
16. To create any depreciation fund, reserve fund, sinking fund insurance fund, obsolescence fund or any special or other fund whether for depreciation or for improving, repairing, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
17. To remunerate any person, firm or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of other shares in the Company's capital any debenture, debenture stock or other securities of the Company or in or about formation or promotion of the Company or the conduct of its business.
18. To distribute any of the Property of the Company amongst the members in specie in the event of winding up subject to the provisions of the Companies Act.
19. To sell, improve, manage, work, develop, mortgage, charge, hypothecate, dispose off, turn to account or otherwise deal with all or any part of its property and right of the Company.
20. To invest or otherwise deal with the funds not immediately required by the Company and from time to time to vary or realize such investments.
21. To appoint attorneys and agents whether on commission or otherwise and sub-agencies of the Company in India or abroad.
22. To allot shares in the Company to be considered as fully or partly paid up in payment of any property or whatever description which the Company may acquire or in exchange of services rendered or technical know - how or goodwill.
23. To pay out of the funds of the Company the cost and expenses of and incidental to promotions, formation and establishment and registration of the Company.

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24. To acquire for such consideration as the Company shall think fit in India or overseas secret processes, inventions, protections, patents and rights in the nature of patent rights, to test, exercise, develop or grant licenses in respect of or otherwise turn to account to property right or information so acquired and to enter into any arrangement for development of business or achievement of object of the company and for that purpose to enter into any type of arrangement or collaboration with the party in India or outside India.

25. To provide for welfare of the directors or ex-directors or the employees or ex-employees of the Company, the wives, widows, families of such persons by building of houses, dwelling houses, chawls or by grants of money pensions, allowances, bonus or other payments or by providing or subscribing towards schools, place of instruction and recreation and hospital, dispensaries, medical and other attendance and other assistance as the Company shall think fit.

26. To sell or hire out machinery, furniture or other equipment installed, or order new as may be require in connection with the Company's business.

27. To apply for and acquire permits, licenses and quota rights, from the Government of India, from state Governments or the Union or from foreign Governments to import and export plant, spare parts, machinery or other equipment connected with the business objects of the Company.

28. To become member of any other bodies of persons, associations, institutions, clubs, societies, and bodies' corporate including companies limited by guarantee.

29. To lend or invest moneys and negotiate loans in any form or manner and to draw, make, accept, endorse, discount, buy, sell, issue and deal in bills of exchange, hundies, promissory notes, warrants and other negotiable instruments and securities and also to issue on commission to subscribe for underwrite, take acquire and hold, sell, and deal in shares, stocks, bonds and debentures or securities of any Government or public authority or Company, gold, silver and bullion.

30. To indemnify, officers, directors, agents, and servants of the company against the proceedings, costs, damages, claims and demand in respect of the anything done by them for and in the interest of the company or any loss, damages, or misfortune, whatever which shall happen in execution of the duties of their office or in relation thereto.

31. To lend and advance money or give create to such persons, Companies, Corporations or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to discount bills and to receive money on deposit at interest or otherwise or valuables and to release or discharge any debt or obligation owing to the Company.

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32. To form, incorporation or promote any company or companies whether in India or abroad, having objects which in the opinion of the Company could directly or indirectly assist the company in management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the cost and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other company in which the company may have a interest or In the issue of any securities of the company or any company promoted by this Company.

33. To apply for, tender, purchase, or otherwise acquire and protect and renew in India and abroad any contract, patents, patent-rights, brevets, invention, trademarks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon testing or improving any such patents, inventions or rights.

- 4) The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5) The Authorised Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty-Four Crores only) divided into 2,40,00,000 (Two Crores Forty lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

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We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:—

S. No.	Names addresses, descriptions and occupations of Subscribers	No. of shares taken by each subscriber	Photo and Signature of subscriber	Signature addresses, descriptions and occupations of witnesses
	<p>Name: Parin Chandrakant Gala S/o: Chandrakant Gagubhai Gala Address: B11, Kapil Mather Bungalows, Bauer Road, Bauer, OPP. Cafe Coffee Day Pune - 411005 (MAHARASHTRA) Date of Birth: 29/12/1980 Occupation: Trading Business. <i>Parin Gala</i></p>	5000 (Five THOUSAND)	 <i>Parin Gala</i>	<p>I have witness to all subscribers who have subscribed and signed in my presence on 3rd of August, 2015. Further I have verified their identity and satisfied myself of their identity as filled in. <i>Ra' Ravi</i> signature: Name: - Ravindra Ravi Fathers Name. Shri. OTA RAMJI DOB: - 16/12/91 Address: 201, Sunil Enclave, Andheri East, Mumbai - 400099 Occ: - Service</p>
	<p>Name: Shaival Dharmendra Gandhi S/o: Dharmendra Babulal Gandhi Address: 2-3, Ashwamegh Bungalow, Part - 3, Satellite Road, Ahmedabad - 380015 (Gujarat) Date of Birth: 25/11/1982 Occupation: <i>Shival Gandhi</i></p>	5000 (Five Thousand only)	 <i>Shival Gandhi</i>	
	Total share taken	10000 (Ten Thousand)		

Date: 03/08/2015

Place: Mumbai