Acetech E-Commerce Limited

B5/201 206, Prithvi Complex, Kalher,
Maharashtra 421302
+91- 7066263636
info@acetechecommerce.com

Date: November 03, 2026

To
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Ref: Acetech E-Commerce Limited (SYMBOL: ACETEC / ISIN: INELJ6M01010)

Subject: Submission of Draft Letter of Offer in connection with the proposed Rights Issue of Equity Shares of the Company.

Respected Sir/Madam,

Further to our earlier announcement dated November 03, 2026 and with regard to the captioned subject, please note that the Company has proposed a Rights Issue of Fully Paid-up Equity Shares of face value of Rs. 10/- each for an amount not exceeding Rs. 4000 Lakhs on Rights basis to the eligible equity shareholders, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

In this regard, please find enclosed the soft copy of the Draft Letter of Offer dated November 03, 2026. You are requested to take the above information on record.

Thanking You,

Yours faithfully,
For **Acetech E-Commerce Limited,**

BIPPINKUMAR VIJAY SARAOGI
Digitally signed by BIPPINKUMAR VIJAY SARAOGI
Date: 2026.11.03 20:16:07 +05'30'

Bippinkumar Vijay Saraogi
Managing Director
DIN: 05320263

Encl: A/a

Draft Letter of Offer
Dated: November 03,2026
For Eligible Shareholders only

ACETECH E-COMMERCE LIMITED

Our Company was originally incorporated as a Limited Liability Partnership Firm under the provisions of the Limited Liability Partnership Act, 2008 pursuant to Certificate of Incorporation issued by Registrar of Companies, Mumbai dated December 04, 2014 with the name "Acetech Ventures LLP" bearing LLPIN: AAD-0110. Subsequently, pursuant to a Resolution of our designated partners in their Meeting held on January 30, 2024, our Company was converted from a Limited Liability Partnership to Public Limited Company and consequently, the name of our Company was changed from "Acetech Ventures LLP" to "Acetech Ventures Limited" and a Fresh Certificate of Incorporation consequent to Conversion was issued on February 21, 2024, bearing Corporate Identification Number L47912MH2024PLC419702 by the Central Processing Centre. Further, the name of our Company was changed from 'Acetech Ventures Limited' to 'Acetech E-Commerce Limited' pursuant to Special Resolution passed by the members of the Company at the Extra-Ordinary General Meeting dated September 27, 2024, and a fresh Certificate of Incorporation was issued by Central Processing Centre dated November 25, 2024. For details in relation to the incorporation, Change in Registered Office and other details, please refer to the chapter titled **"General Information"** beginning on page 50.

Corporate Identification Number: L47912MH2024PLC419702
Registered Office: 1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur, Thane, Bhiwandi, Maharashtra, India, 421302
Tel: +91 84849 93426| **Email Id:** info@acetechecommerce.com| **Website:** https://acetechecommerce.com
Contact Person: Ms. Vandana Mahesh Chandak, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: MS. SWETA BIPPINKUMAR SARAOGI, MS. MADHAVI GOVINDPRASAD SHARMA AND MR. BIPPINKUMAR VIJAY SARAOGI

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE ₹ 10/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 4000 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 79 OF THIS DRAFT LETTER OF OFFER.

WILFUL DEFAULTER OR FRAUDULENT BORROWER

Neither our Company nor our Promoter or any of our Directors have been categorized as a Wilful Defaulter or Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by the Reserve Bank of India.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before making an investment decision in this offering. For taking an investment decision, investors shall rely on their own examination of the issuer and the offer, including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk Factors' given on page 20 of this Draft Letter of Offer.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this draft letter of offer contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, and that the information contained in the draft letter of offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on the EMERGE platform of National Stock Exchange of India Limited ("**NSE**" / "NSE EMERGE"). Our Company has received 'in-principle' approval from NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated [●]. For the purpose of this Issue, the Designated Stock Exchange is NSE.

REGISTRAR TO THE ISSUE

Skyline Financial Services Pvt. Ltd.	**Skyline Financial Services Private Limited** D-153 A, 1st Floor Okhla Industrial Area, Phase-I, New Delhi - 110020, **Contact Person:** Anuj Kumar **Tel No:** 011-40450193 / 011-40450197 **E-mail:** ipo@skylinerta.com ; **Investor grievance email:** grievances@skylinerta.com **Website:** www.skylinerta.com **SEBI Registration No:** INR000003241 **CIN:** U74899DL1995PTC071324

ISSUE PROGRAMME			
Last date for credit of rights entitlements	[●]	Date of finalization of basis of allotment	[●]
Date of opening of the Issue	[●]	Date of allotment	[●]
Last date for on-market renunciation of rights entitlements*	[●]	Date of credit of rights equity shares	[●]
Date of closing of the Issue**	[●]	Date of listing	[●]

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board or Right Issue Committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Draft Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

Company Related Terms

Term	Description
"Company", "Our Company", "Issuer" or "Acetech E-Commerce Limited"	Acetech E-Commerce Limited, a Public Limited Company incorporated under the Companies Act, 2013 and having its Registered Office at 1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur, Thane, Bhiwandi, Maharashtra, India, 421302.
"we", "us", or "our"	Unless the context otherwise indicates or implies, refers to our Company
"Articles of Association" or "Articles" or "AoA"	Articles of Association of our Company, as amended from time to time
"Auditors" or "Statutory Auditors"	Statutory and peer review auditor of our Company, namely, M/s P D M S & Co, Chartered Accountants, having a peer review certificate no. 017305
"Audit Committee"	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 177 of the Companies Act, 2013
"Board of Directors" or "Board" or "our Board"	The board of directors of our Company. For details, see "*Our Management*" on page 69
"Chief Financial Officer" or "CFO"	The Chief Financial Officer of our Company, Mr. Sanket Gandhi
"Company Secretary and Compliance Officer"	The Company Secretary and Compliance Officer of our Company, Ms. Vandana Mahesh Chandak
"Directors"	The directors on our Board, as may be appointed from time to time. For details, see *"Our Management"* beginning on page 69
"Equity Shares"	Equity shares of face value of ₹ 10/- each of our Company
"Independent Director"	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the SEBI (LODR) Regulations
"Key Management Personnel" / "KMP"	Key managerial personnel of our Company determined in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations
"Managing Director"	The managing director of our Company, Mr. Bippinkumar Vijay Saraogi
"Materiality Policy"	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations
"Memorandum of Association" / "MoA"	Memorandum of Association of our Company, as amended from time to time
"Non-Executive Directors"	The non-executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations
"Promoter(s)"	Ms. Sweta Bippinkumar Saraogi, Mr. Bippinkumar Vijay Saraogi, and Ms. Madhavi Govindprasad Sharma
"Promoter Group"	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
"Registered Office"	The Registered Office of our Company located at 1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur, Thane, Bhiwandi, Maharashtra, India, 421302

Term	Description
"Rights Issue Committee"	The Rights Issue Committee, being the sub-committee of our Board of Directors and senior management of the company, consisting members viz. Mr. Bippinkumar Vijay Saraogi, Managing Director; Ms. Basanti Devi Negi, Independent Director; Mr. Sanket Gandhi, Chief Financial Officer; and Ms. Vandana Mahesh Chandak, Company secretary & Compliance Officer
"Registrar of Companies"/ "RoC"	Registrar of Companies, Maharashtra, Mumbai having its office at 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra
"Senior Management" / "SMP"	Senior Management Personnel of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations
"Shareholders/ Equity Shareholders"	The Equity Shareholders of our Company, from time to time

Issue Related Terms

Term	Description
2013 ASBA Circular	The SEBI circular CIR/CFD/DIL/1/2013 dated January 02, 2013
2020 ASBA Circular	The SEBI Circular SEBI/HO/CFD/DIL/1/CIR/238/2020 dated December 08, 2020
"Allotment" or "Allot" or "Allotted"	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to the Issue, into which the Application Money, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being [●]
Allotment Advice	The note or advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made pursuant to the Issue
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) or Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer
Application	Application made through submission of the Application Form or plain paper application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in the Issue
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by Applicant(s) to make an application authorizing the SCSB to block the Application Money in a specified bank account maintained with the SCSB
ASBA Account	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
Banker to the Issue	Kotak Mahindra Bank Limited
Bankers to the Issue Agreement	Agreement dated November 03,2026 entered into by and among our Company, the Registrar to the Issue and the Banker to the Issue for

Term	Description
	among other things, collection of the Application Money from Applicants/Investors and transfer of funds to the Allotment Account, on the terms and conditions thereof
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in *"Terms of the Issue"* beginning on page 79
Controlling Branches or Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on SEBI's website, updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, bank account details and occupation, where applicable
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
Designated SCSB Branch(es)	Such branches of the SCSBs which shall collect the Applications, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time
Designated Stock Exchange	National Stock Exchange of India Limited (NSE)
Draft Letter of Offer	This Draft Letter of Offer dated November 03,2026 filed with the NSE
Equity Shares	Fully paid-up equity shares of face value of ₹ 10 each of our Company
Eligible Equity Shareholder(s)	Equity Shareholders as on the Record Date
Fraudulent Borrower	Fraudulent Borrower(s) as defined under Regulations 2(1)(lll) of the SEBI ICDR Regulations
Issue	This issue of up to [●] Rights Equity Shares for cash at a price of ₹ [●]/- per Rights Equity Share (including a premium of ₹ [●]/- per Rights Equity Share) aggregating up to ₹ 4,000 lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders on the Record Date
Issue Closing Date	[●]
Issue Materials	Collectively, this Draft Letter of Offer, the Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹ [●]/-
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	Amount not exceeding ₹ 4,000 lakhs
Listing Agreements	The uniform listing agreements entered into between our Company and the Stock Exchange in terms of the SEBI Listing Regulations
Letter of Offer/LOF	The final letter of offer to be filed with the Stock Exchange and SEBI
Monitoring Agency	**[●]**
Monitoring Agency Agreement	Agreement dated [●] entered between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
Net Proceeds	Issue Proceeds less the estimated Issue related expenses. For further details, see *"Objects of the Issue"* beginning on page 55
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Off Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI ICDR Master Circular,

Term	Description
	circulars issued by the Depositories from time to time and other applicable laws. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
On Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI ICDR Master Circular, circulars issued by the Stock Exchanges from time to time and other applicable laws, on or before [●]
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for the Rights Equity Shares in the Issue, to be decided prior to the filing of the Letter of Offer, being [●]
Refund Bank	The Banker to the Issue with whom the refund account will be opened, in this case being Kotak Mahindra Bank Limited
Registrar Agreement	Agreement dated November 03,2026 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Registrar to the Issue or Registrar / Share Transfer Agent	Skyline Financial Services Private Limited
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation in accordance with the SEBI master circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
Renunciation Period	The period during which the Eligible Equity Shareholders can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
Rights Entitlement(s)	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Rights Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder on the Record Date
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible on the website of our Company
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue
Rights Equity Shareholders	Holder of the Rights Equity Shares pursuant to this Issue
SEBI ICDR Master Circular	SEBI master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154) dated November 11, 2024
SEBI Rights Issue Circular	SEBI master circular HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 dated February 09, 2026
Self-Certified Syndicate Banks" or "SCSBs	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&i ntmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&i ntmId=35, as applicable, or such other website as updated from time to time
Stock Exchange	Stock exchange where the Equity Shares are presently listed i.e. Emerge Platform of National Stock Exchange of India Limited
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of

Term	Description
	successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Days	All days on which commercial banks in Maharashtra are open for business. Further, in respect of the Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Maharashtra are open for business. Furthermore, in respect of the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Business related Terms or Abbreviations

Term	Description
Aggregator (Online Aggregator)	An online platform that lists products from multiple sellers and connects buyers to those sellers (examples: marketplaces, comparison sites).
API (Application Programming Interface)	A set of protocols and tools enabling software systems to communicate and exchange data.
ASIN (Amazon Standard Identification Number)	A unique identifier assigned by Amazon to catalogue products.
Average Order Value (AOV)	Total revenue divided by number of orders; a measure of the typical transaction size.
B2B (Business-to-Business)	Commercial transactions between businesses (e.g., supplier to retailer).
B2C (Business-to-Consumer)	Commercial transactions between a business and an individual consumer.
Barcode / Scanning	A machine-readable code used to identify and track products in inventory and fulfilment processes.
Bill of Lading (B/L)	A document issued by a carrier acknowledging receipt of cargo for shipment (used in logistics).
Cash on Delivery (COD)	A payment method where the customer pays at the time of delivery rather than in advance.
Chargeback	Reversal of a card transaction initiated by a card issuer, typically following a customer dispute.
Conversion Rate (CVR)	The proportion of visitors who complete a desired action (e.g., purchase) divided by total visitors.
Cost of Goods Sold (COGS)	Direct costs attributable to the production or purchase of goods sold during a period.
CPC	Cost per Click, is a pricing model in online advertising where advertisers pay a fee each time one of their ads is clicked.
CTR	Click through Rate, is a metric that measures the percentage of people who click on specific link, ad or call to action compared to the total number of times it was shown.
Dropshipping	An order fulfilment model where the seller accepts customer orders and forwards them to a supplier who ships directly to the customer.
Direct-to-Consumer (D2C)	Business model where manufacturers or brands sell directly to end customers, bypassing traditional retail intermediaries.
Due Diligence	The process of investigation and evaluation performed prior to a commercial transaction or listing.
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
E-Commerce	Buying and selling of goods and/or services through electronic networks, primarily the internet.
E-commerce Marketplace	A digital platform where multiple sellers list products and customers purchase from those sellers.
ERP (Enterprise Resource Planning)	Integrated software for managing business processes across finance, inventory, procurement, HR, and more.
FCFE	Free cash flow to Equity, is the cash left for equity shareholders after all expenses, debt payments and reimbursements are paid.
FIFO	First in First out
Fulfilment	End-to-end process including order receipt, picking, packing, shipping and delivery to the customer.

Fulfilment by Amazon (FBA)	Amazon's fulfilment service where sellers send inventory to Amazon's warehouses and Amazon handles storage, packing and shipping.
GMV (Gross Merchandise Value)	The total value of merchandise sold through a marketplace over a given period (typically before returns, discounts and cancellations).
Gross Margin	Revenue less COGS, often expressed as a percentage of revenue.
GSTIN	Goods and Service Tax Identification Number is a unique 15 digit alphanumeric code assigned to every taxpayer registered under the Goods and Services Tax regime in India.
Inventory Days	Average number of days inventory is held before sale; indicator of inventory turnover.
KYC (Know Your Customer)	Procedures to verify the identity and assess the suitability of customers, required for regulatory compliance.
Key Performance Indicator (KPI)	A measurable value used to evaluate success against defined objectives.
Lead Time	Time between placing an order with a supplier and receipt of goods.
Letter of Credit (LC)	A payment instrument issued by a bank guaranteeing payment to a seller upon fulfilment of specified conditions.
LIFO	Last in First Out
Listing Optimization	Process of improving product titles, descriptions, images and metadata to increase visibility and conversion on marketplaces.
Logistics	Planning and execution of the movement and storage of goods from origin to consumption.
LTV (Customer Lifetime Value)	The estimated net revenue a customer will generate over their relationship with a company.
Marketplace Seller Account	Registered account that enables a business or individual to list and sell products on a marketplace.
Minimum Order Quantity (MOQ)	The smallest quantity of a product that a supplier is willing to sell in a single order.
Net Promoter Score (NPS)	A metric for customer loyalty and satisfaction derived from asking customers how likely they are to recommend a product or service.
Net Revenue / Revenue from Operations	Income generated from the company's core business activities after discounts, returns and allowances.
NIB	Non- Institutional Bidder, means a bidder other than a retail individual bidder and qualified institutional bidder
NII	Non-Institutional Investor, means an investor other than a retail individual investor and qualified institutional buyer.
NOC (No Objection Certificate)	A formal document confirming that a party has no objection to a stated action, used for disclosures or third-party permissions.
Omnichannel	A multichannel approach to sales and marketing that provides a seamless customer experience across online and offline touchpoints.
Order Management System (OMS)	Software that manages order processing, status tracking, and coordination with fulfilment systems.
Payment Gateway	A service that authorizes and processes electronic payment transactions for e-commerce platforms.
PCI DSS (Payment Card Industry Data Security Standard)	A set of security standards designed to ensure that all companies accepting, processing or storing credit card information maintain a secure environment.
Platform Fees / Commissions	Charges levied by marketplaces or platforms for hosting listings, processing payments or facilitating transactions.
P&L (Profit and Loss Statement)	Financial statement that summarises revenues, costs and expenses over a reporting period.
PPC (Pay-Per-Click)	An online advertising model where advertisers pay each time a user clicks on an ad.
Private Label / White Label	Products manufactured by one company and sold under another company's brand name.
Product Life Cycle	Stages a product passes through from introduction and growth to maturity and decline.
Procurement	The process of sourcing and purchasing goods or services from suppliers.
Procurement Lead Time	Time between placing a purchase order and receipt of goods at the warehouse.
Quality Assurance (QA) / Quality Control (QC)	Processes to ensure products meet defined specifications and quality standards.

Returns Management / Reverse Logistics	Procedures for handling returned goods, including pickup, inspection, refurbishment, restocking or disposal.
ROAS	Return on Advertisement Spend, is a key performance indicator that measures the revenue generated for every rupee spent on advertising.
ROI (Return on Investment)	A financial metric measuring the profitability of an investment relative to its cost.
RoE (Return on Equity)	Net income divided by shareholders' equity; a measure of profitability relative to owner capital.
RoCE	Return on Capital Employed
RU / RTO (Return to Origin)	Logistics process where undelivered shipments are returned to the sender.
SaaS (Software as a Service)	Software licensing and delivery model in which software is centrally hosted and provided on a subscription basis.
SB (Seasonality / Sales Burst)	Variations in demand or sales volumes linked to seasons, holidays or events.
Search Engine Optimization (SEO)	The practice of improving website visibility in organic search engine results.
SEM (Search Engine Marketing)	Paid advertising on search engines to gain visibility (often includes PPC campaigns).
Seller Performance Metrics	Marketplace measures (e.g., on-time dispatch, cancellation rate, return rate) used to evaluate seller reliability.
SKU (Stock Keeping Unit)	A distinct identifier for each product variant used for inventory control.
SLA (Service Level Agreement)	A formal commitment between parties that defines service performance standards and remedies for non-performance.
SSL (Secure Sockets Layer) / TLS	Cryptographic protocols that provide secure communications over computer networks (commonly used for websites).
Third-Party Logistics (3PL)	Outsourcing of logistics and fulfilment services to specialised service providers.
Turnaround Time (TAT)	Time taken to complete a particular process (e.g., order processing to dispatch).
UDIN	Unique Document Identification Number for verifying the authenticity of documents issued by Practising Company Secretary or Practising Chartered Accountant or Cost Accountants in Practice.
Unit Economics	Per-unit revenue and cost analysis used to assess profitability at the product or order level.
Warehouse Management System (WMS)	Software that supports day-to-day warehouse operations including inventory control and fulfilment workflows.
WDV	Written down value
Working Capital Cycle	The time taken to convert net current assets and liabilities into cash (Inventory Days + Receivable Days − Payable Days).
Yield / Fill Rate	Proportion of customer orders fulfilled without stockouts or backorders.

Industry related Terms or Abbreviations

Term	Description
Macroeconomic Overview	A broad analysis of the overall economic environment, covering growth, inflation, trade, and fiscal policies at a global or national level.
Inflation	The rate at which the general level of prices for goods and services rises, eroding purchasing power.
Tariffs	Taxes imposed on imported or exported goods, influencing trade flows and pricing.
Fiscal Expansion	An increase in government spending or reduction in taxes to stimulate economic activity.
Geopolitical Tensions	Political conflicts or uncertainties between countries that can affect global trade and investment.
Capital Expenditure (Capex)	Funds used by a government or business to acquire or upgrade physical assets such as infrastructure, property, or equipment.
External Sector	The part of the economy that interacts with foreign countries through trade, investment, and capital flows.
Digital Economy	Economic activity that results from billions of online connections among people, businesses, devices, and processes.
Omnichannel	A sales approach integrating multiple channels (online, offline,

Term	Description
Macroeconomic Overview	A broad analysis of the overall economic environment, covering growth, inflation, trade, and fiscal policies at a global or national level.
Inflation	The rate at which the general level of prices for goods and services rises, eroding purchasing power.
	mobile, etc.) to provide a seamless customer experience.
Digital Adoption	The integration and use of digital tools, platforms, and technologies by consumers and businesses.
Consumer Behaviour	The study of how individuals or groups select, buy, use, and dispose of goods and services.
Internet Penetration	The percentage of a population that has access to the internet.
Smartphone Penetration	The percentage of a population that uses smartphones.
Quick Commerce	A form of e-commerce focused on delivering products, especially essentials, within very short timeframes (often under an hour).
Digital Transactions	Payments and financial exchanges conducted electronically through platforms like UPI, cards, or digital wallets.
Exports	Goods or services sent from one country to another for sale.
Supply Chains	The system of organizations, people, activities, and resources involved in moving a product from supplier to customer.
Structural Reforms	Long-term policy measures implemented by a government to improve the efficiency, productivity, and competitiveness of the economy.
Gross Merchandise Value (GMV)	The total value of merchandise sold over a given period through a customer-to-customer or e-commerce platform.
E-B2B	Electronic Business to Business transactions conducted online between companies.
PCI DSS	Payment Card Industry- Data Security Standard

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
CSR	Corporate Social Responsibility
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and

Term	Description
	regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the

Term	Description
	SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	Trademarks Act, 1999, as amended
TDS	Tax Deducted at Source
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations,2012, as the case may be
w.e.f.	With effect from

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, Letter of Offer, Application Form and Rights Entitlement Letter and any other offering material and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter or Application Form may come are required to inform themselves about and observe such restrictions.

In accordance with the SEBI ICDR Regulations, this Draft Letter of Offer, Letter of Offer, the Application Form, the Rights Entitlement Letter, and any other material relating to the Issue (collectively, the "**Issue Materials**") will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access this Draft Letter of Offer, the Letter of Offer and the Application Form from the websites of our Company, the Registrar and the Stock Exchange.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials, including the Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Stock Exchange for observations. Accordingly, the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and Letter of Offer any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Materials is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is authorized to acquire the Rights Entitlements or Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of this Draft Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor our affiliates are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Draft Letter of Offer / Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Draft Letter of Offer/ Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including the sections titled "*Risk Factors*", "*The Issue*", *"Capital Structure*", "*Objects of the Issue*" and "*Terms of the Issue*" on pages 20, 49,53, 55 and 79 respectively.

1. SUMMARY OF OUR PRIMARY BUSINESS

Our Company is engaged in the purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating, exporting, merchandising, designing, packaging and dealing with all kinds of products, goods, commodities, merchandise accessories and equipment, wellness products and equipment and any other human centric products on the Company's online portals or websites as well as through ecommerce, e-commerce internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner.

2. INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTERS AND PROMOTER GROUP IN THE ISSUE WITH RESPECT TO:

(a) **their rights entitlement and intention to subscribe to their rights entitlement -** The Promoters of our Company, vide their letter(s) dated **November 1, 2026,** have indicated that they do not intend to subscribe to their respective Rights Entitlements and intend to renounce the same, in full or in part, in favour of specific investor(s) whom they may identify in due course, and/or sell the same, in full or in part, in the open market. Accordingly, the minimum subscription requirement of at least 90% of the Issue, as provided under Regulation 86(1) of the SEBI ICDR Regulations, is applicable to this Issue. Pursuant to Regulation 86(2) of the SEBI ICDR Regulations, in the event of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Issue.

(b) **their intention to subscribe over and above their rights entitlements -** Our promoter have confirmed that they do not intend to apply for and subscribe to additional Rights Equity Shares over and above their Rights Entitlement and do not intend to subscribe to any unsubscribed portion of the Rights Issue, if any.

(c) **their intention to renounce their rights, to any specific investor(s) or to any other investor(s) –** As stated above, the Promoters intend to renounce their Rights Entitlements, in full or in part, in favour of specific investor(s) to be identified in due course, and/or sell the same in the open market to other investor(s). Further, any portion of the Issue that may remain unsubscribed may be allotted to specific investor(s) identified by the Company. The names of such specific investor(s), if any, shall be disclosed by way of a public advertisement at least two days prior to the Issue Opening Date.

Our company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

3. ALLOCATION IN THE EVENT OF UNDER-SUBSCRIPTION

Our Company may allot the under-subscribed portion of the Rights Equity Shares in this Issue to any Specific Investor(s).

4. ALLOTMENT TO SPECIFIC INVESTORS

(a) the Promoters and Promoter Group have confirmed that they do not intend to renounce their Rights Entitlements in favour of any specific investor(s).

(b) Our Company may allot the under-subscribed portion of the Rights Equity Shares in this Issue to any Specific Investor(s).

4. DETAILS OF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS BEING A WILLFUL DEFAULTER OR A FRAUDULENT BORROWER

We confirm that neither our Company nor any of our Promoters or Directors are a wilful defaulter or a fraudulent borrower.

5. SUMMARY OF OUTSTANDING LITIGATION

As on the date of this Draft Letter of Offer, neither our Company nor our Promoters or Directors have been issued any show cause notice(s) by SEBI or the Adjudicating Officer in a proceeding for imposition of penalty, nor have any prosecution proceedings been initiated against them by SEBI.

A summary of outstanding legal proceedings involving our Company as on the date of this Draft Letter of Offer is set forth in the table below:

Name	**No. of Criminal Proceedings**	**No. of Tax Proceedings**	**No. of Statutory or Regulatory Proceedings**	**No. of Disciplinary actions by the SEBI or Stock Exchanges**	**No of Material Civil Litigations**	**Aggregate amount involved (₹ in Lakhs)**
Company						
By our Company	-	-	-	-	-	-
Against our Company	04	2	-	-	-	580.06
Promoters						
By our Promoter	-	-	-	-	-	-
Against our Promoter	-	01	-	-	-	0.28
Directors other than Promoters						
By our directors (Other than Promoters)	-	-	-	-	-	-
Against our Directors (Other than Promoters)	-	-	-	-	-	-
Subsidiary Companies						
By our Subsidiary Company	-	-	-	-	-	-
Against our Subsidiary Company	-	-	-	-	-	-
KMPs/SMPs						
By our KMPs/SMPs	-	-	-	-	-	-
Against our KMPs/SMPs	-	-	-	-	-	-

SECTION II - RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read all the sections in this Draft Letter of Offer including all the financial and statistical information contained in the Draft Letter of Offer.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Letter of Offer were to occur, our business, financial condition and results of our operation could suffer material adverse effects and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

The Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Letter of Offer. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

The Risk factors have been determined on the basis of their materiality, The following factors have been considered for determining the materiality therein:

1. *Some risks may not be material at present but may have a material impact in the near future.*
2. *Some risks may not be material individually but may be found material when considered collectively.*
3. *Some risks may have material impact qualitatively and not quantitatively and vice-versa.*

RISKS RELATING TO OUR COMPANY AND ITS BUSINESS

1. ***We are dependent on the procurement of imported products sourced from the People's Republic of China through domestic dealers. Any disruption in the supply of such products from China may impair our ability to meet increasing customer demand and could adversely affect our business operations, financial condition and profitability:***

   A portion of our product requirements is fulfilled through suppliers located in the People's Republic of China, procured indirectly through local vendors. During the last two financial years, namely FY 2025–26 and FY 2024–25, products sourced from China accounted for approximately 28.61%and 25% respectively of our total procurement. Accordingly, our business is dependent on the continued availability of these products on commercially acceptable terms.

   Any disruption in the sourcing of such products from China, whether due to changes in trade policies, imposition of tariffs, import or regulatory restrictions, geopolitical developments, supply chain disruptions, pandemics, natural disasters, currency fluctuations, logistics constraints, or changes in customs or regulatory requirements, may adversely affect our local vendors' ability to procure these products in a timely manner or at competitive prices. Such disruptions may result in reduced sales or constrain our ability to cater to growing customer demand, which could have an adverse effect on our business operations and revenue.

2. ***Our Company does not own a registered office or any warehousing facilities and instead operate from leased premises in Bhiwandi, Bangalore, and Delhi. Our dependence on leased facilities exposes us to risks of non-renewal, termination, or escalation of rental costs, which could disrupt our operations and increase expenses.***

   The Company's warehousing operations are central to its fulfilment and distribution model. At present, we operate three warehouses located in Bhiwandi, Thane, Bangalore, and Delhi, all of which are leased from third parties.

Sr. No.	Address	Agreement Type	Area	Period of agreement	Name of the Lessor	Purpose
1	Godown no. 201 to 206, 2nd Floor, Prithvi Complex, Bldg. No. B-5, Sector – Kalher, Bhiwandi, Thane 421302	Leave and License	13320 Sq. Ft.	January 1, 2025 to December 31, 2027	Arjun Rajeev Chopra & Ors.	Registered Office & Warehouse
2	Site No. 36, Katha No. 306, Temple Valley, Dasanpura Hobli, Bangalore North, Bangalore 562123	Leave and License	4,000 Sq. Ft.	March 1, 2025 to February 02, 2027	Mr. Rikhab Chand Nahar	Warehouse
3	Plot No. A-11, Old No. 3 & 4, Kh. No. 13/14/1, Block-A, Amanpuri, Nangloi PP No. NGL-M763, New Delhi-110041	Rent	1200 Sq. Ft.	September 01, 2025 to August 01, 2026	Mr. Mukesh Kumar Verma	Warehouse
4	Office No, 125, 1st Floor, Lodha Suprimus 2, Plot No, F4, F4/1, Road No. 22, Wagle Estate, Thane West, Thane- 400604	Leave and License	108.92 SQ Mtrs,	01/03/2026 to 28/02/2029	S B International, Proprietor Mr. Ravi Agarwal.	Branch Office

Since we do not own these facilities, we are dependent on our ability to renew the underlying lease agreements on commercially favourable terms. If a lease is not renewed, is terminated prematurely, or is renewed at materially higher rentals, our operating costs may increase, and our fulfilment capabilities may be adversely impacted. Although we have not faced any eviction or non-renewal of our warehouse leases to date, there can be no assurance that such events will not occur in the future, and any such occurrence could materially disrupt our operations.

The risk of relocation is particularly significant given that our existing warehouses are strategically positioned to serve regions of high demand and reduce last-mile delivery timelines. Relocating to new facilities may involve significant transition costs, including fit-out expenses, regulatory approvals, and integration with our existing logistics network. During such transition, our ability to process and dispatch orders may be impaired, leading to delays, cancellations, or reputational harm.

Additionally, reliance on leased facilities limits our control over improvements, expansions, or long-term operational planning. Landlords may impose restrictions on modifications, limit access during disputes, or fail to adequately maintain the property, which could disrupt operations. In the event that we are compelled to invest in alternative facilities, we may incur significant capital expenditure, and the new locations may not offer the same logistical advantages as our current warehouses. Collectively, these risks may materially affect our operational efficiency, increase costs, and reduce customer satisfaction.

3. Our Company has a negative cash flow in its operating activities for the financial year ended March 31, 2026, investing activities for the financial year ended March 31, 2026 and Financing activities for the financial year ended March 31, 2025 details of which are given below. Sustained negative cash flow could impact on our growth and business.

The following table sets forth our cash flow for the periods indicated as per our Audited Consolidated Financial Statements:

(₹ in Lakhs)

Particulars	As on March 31, 2026	As on March 31, 2025
Net Cash Used in Operating activities	(2,631.19)	19.89
Net Cash (Used) in/ generated from Investing Activities	(35.35)	18.00
Net Cash (Used) in/ generated from Financing Activities	4597.33	(209.81)
Net increase/(decrease) in cash and cash equivalents	1930.79	(171.92)

Reasons for Negative Operating Cash Flows in FY26:

During Fiscal 2025-26, our Company reported net cash used in operating activities of ₹2,631.19 lakh (₹26.31

crore) as compared with net cash generated from operating activities of ₹19.89 lakh (₹0.20 crore) during Fiscal 2024-25. The significant cash outflow from operations during Fiscal 2025-26 was primarily attributable to the increased working capital requirements arising from the expansion of our business, including funds deployed towards inventory, procurement, trade receivables and other operating requirements.

Reasons for Negative Investing Cash Flows in FY26:

During Fiscal 2025-26, net cash used in investing activities was ₹35.35 lakh, while net cash generated from financing activities was ₹4,597.33 lakh (₹45.97 crore), resulting in a net increase in cash and cash equivalents of ₹1,930.79 lakh (₹19.31 crore). The financing inflow provided liquidity to support the Company's increased operating and working capital requirements.

Reasons for Negative Financing Cash Flows in FY25:

The negative Financing cash flows of ₹209.78 lakhs in FY 2025 is primarily due to decrease in Long term borrowings of ₹213.46 lakhs and also due to the interest paid of ₹2.61 lakhs.

Negative cash flows over extended periods or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. We cannot assure you that our net cash flows will be positive in the future. In the event we witness negative cash flows in the future, our consolidated results of operations, cash flows and financial condition may be adversely affected.

Our business requires us to deploy funds towards procurement and inventory before the corresponding sales proceeds are realised and collected. Accordingly, any increase in inventory holding periods, delays in collection of receivables, reduction in supplier credit or increase in the scale of operations may further increase our working capital requirements and adversely affect our operating cash flows.

Although the Company has subsequently raised capital through its Initial Public Offering ("IPO"), there can be no assurance that the proceeds of the IPO and internally generated cash flows will be sufficient to meet all future working capital and growth requirements. If our operating cash flows remain negative, we may need to raise additional capital through equity or debt financing. Such financing may not be available on favourable terms and additional equity issuance may dilute existing shareholders.

Any inability to effectively manage our working capital, generate sustainable positive operating cash flows or obtain adequate financing in a timely manner may adversely affect our liquidity, business operations, financial condition, cash flows, results of operations and growth prospects.

4. ***Our business model is built on identifying and rapidly commercializing trending products, which inherently have short life cycles and uncertain demand trajectories. While this approach allows us to capture early momentum, it also creates unpredictability in revenues, risk of obsolescence, and exposure to working capital pressures.***

The Company’s growth model emphasizes early identification of consumer trends and rapid distribution of products across multiple channels, including aggregator platforms, dropshipping partners, and proprietary websites. Although this strategy allows us to monetize high-demand items at premium margins, it also exposes us to volatility since consumer preferences can shift abruptly. Products that gain popularity quickly may lose relevance within months, or in some cases even weeks, depending on market saturation, emergence of substitutes, or changes in consumer sentiment. If we fail to anticipate when demand for a trend will peak or decline, we may overstock products that lose relevance, leading to markdowns, write-offs, and impaired margins.

Our dependence on accurate forecasting further increases this risk. Overestimating demand can result in working capital being locked into unsold inventory, raising storage and financing costs, while underestimating demand may lead to stock-outs, missed sales opportunities, and reduced consumer trust. Both outcomes adversely affect profitability and operational efficiency. In addition, because inventory is held across three warehouses, inefficiencies in allocation can exacerbate these risks, creating regional imbalances and higher fulfilment costs.

Further, our revenues have historically been concentrated in a limited number of SKUs. A decline in demand for these products; whether due to seasonality, regulatory changes, or intensified competition, could disproportionately impact our financial results. Dependence on a narrow set of products increases earnings volatility and heightens investor sensitivity to fluctuations in quarterly performance. Collectively, these risks may reduce the predictability of our revenue base, impair working capital cycles, and limit our ability to scale new products consistently.

5. ***We have Certain litigations involving our Company, for which case papers are not currently available, could adversely affect our business, financial condition and results of operations.***

Our Company is currently involved in certain legal proceedings, including Warrant or Summons Criminal Cases such as 31759 of 2021, 31769 of 2021, 31787 of 2021 and 31949 of 2021, where complete case details including the nature of the proceedings, amounts involved and case papers are not presently available. In particular, the Legal Metrology Department, Government of Uttar Pradesh, has initiated proceedings against Naaptol Online Shopping Pvt. Ltd. and other parties, including our Company, alleging non-compliance with the Legal Metrology (Packaged Commodities) Rules, 2011 in respect of online sale of a product without the mandatory statutory declarations. Consequently, our Company, along with other parties, has been made an accused under the provisions of the Legal Metrology Act, 2009.

As the complete records of the aforesaid proceedings are currently not accessible, we are unable to accurately assess the nature of potential liabilities, penalties, or the outcome of these matters. While we are in the process of obtaining relevant documents, there can be no assurance that such matters will be resolved in a timely manner or in our favour.

Any adverse outcome of these, or any other ongoing or future litigations, consumer complaints, regulatory proceedings or employment-related disputes, may materially and adversely affect our business operations, financial condition, results of operations, prospects, and reputation.

6. We generate a significant percentage of our revenue from few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.

Our company has been generating revenue from limited customers, the total revenue for financial years ended March 31, 2026 and March 31, 2025, is from top ten customers and this dependency on limited number of customers would form a scenario in future where discontinuance of any of these customers would impact our financial position. Further, we do not have long term agreements with our top 10 customers which also exposes us to the risk of obtaining regular orders from them. Our business operations are highly dependent on our top customers, which exposes us to a high risk of customer concentration. The following table summarizes the revenue proportion of our top customers for the respective period:

(₹ in Lakhs)

Particulars	For the Financial Year Ended			
	31-Mar-26		31-Mar-25	
	Amount	% of Revenue	Amount	% of Revenue
Customer/ Platform 1	2,622.45	31.68%	3,122.73	44.43%
Customer/ Platform 2	2,440.48	29.48%	1,857.36	26.43%
Customer/ Platform 3	393.83	4.76%	459.29	6.54%
Customer/ Platform 4	280.84	3.39%	391.34	5.57%
Customer/ Platform 5	129.15	1.56%	254.26	3.62%
Customer/ Platform 6	122.66	1.48%	162.22	2.31%
Customer/ Platform 7	79.62	0.96%	78.80	1.12%
Customer/ Platform 8	57.43	0.69%	78.33	1.11%
Customer/ Platform 9	52.18	0.63%	65.60	0.93%
Customer/ Platform 10	50.20	0.61%	41.26	0.59%
Total	**6,228.83**	**75.24%**	**6,511.19**	**92.65%**

**We have not disclosed the name of Customers as we have not received NOC from them.*
Note: *Top 10 Customers for each period are considered separately*

7. We rely on a limited number of key vendors and marketplace partners for sourcing certain products. Our Company has not entered into long-term supply arrangements with these vendors. Any disruption in our ability to procure products at competitive prices, or within required timelines, could adversely impact our product availability, business operations, results of operations and financial condition.

Our business depends on a limited number of suppliers from whom we procure products for resale on third-party e-commerce platforms. Since we are not the manufacturers of these products, we rely entirely on such suppliers for consistent supply, quality, and competitive pricing. We do not have long-term agreements with these suppliers, which makes our supply chain uncertain and exposes us to risks such as price fluctuations, supply shortages, delays in delivery, or discontinuation of products. In such circumstances, suppliers may prioritize other customers, especially during periods of high demand or limited availability, which may adversely impact our ability to meet customer orders. Any disruption in procurement at competitive prices and within the required timelines could adversely affect our business operations, profitability, and financial condition.

Our top ten suppliers for Financial year ended on, March 31, 2026 and March 31, 2025, respectively based on audited consolidated financial statement are provided in the following table:

(In ₹ Lakhs)

Particulars	For the Financial Year Ended			
	March 31, 2026		March 31, 2025	
	Amount	% of Purchases	Amount	% of Purchases
Supplier 1	1,137.25	16.54%	2,037.54	47.57%
Supplier 2	979.25	14.24%	410.85	9.59%
Supplier 3	601.20	8.74%	151.50	3.54%
Supplier 4	171.97	2.50%	121.82	2.84%
Supplier 5	158.23	2.30%	114.07	2.66%
Supplier 6	110.14	1.60%	101.30	2.36%
Supplier 7	99.62	1.45%	91.13	2.13%
Supplier 8	78.46	1.14%	89.69	2.09%
Supplier 9	75.00	1.09%	61.20	1.43%
Supplier 10	61.29	0.89%	57.97	1.35%
Total	**3,472.42**	**50.49%**	**3,237.07**	**75.56%**

**We have not disclosed the name of Suppliers as we have not received NOC from them.*
Note: Top 10 Suppliers for each period are considered separately.

8. There are certain discrepancies / errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956 / 2013. Any penalty or action taken by any regulatory authorizes in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

Our company has not complied with certain statutory provisions in the past including but not limited to the following:

a. For the financial year ending 31st March 2024, the Company has not disclosed the details of its subsidiary company, namely Conceptive Brains Private Limited, in Form MGT-7 (Annual Return) filed with the Registrar of Companies (ROC). The Company has noted this discrepancy. The details of subsidiary Company have been clearly mentioned in the notes to financial statements. Further, the re-filing of MGT-7 is not allowed at present in V3 system of filing to rectify this error. There is no anticipation of monetary penalty risk in terms of provisions stated in Section 92 of Companies Act, 2013, as this is merely a procedural lapse.

b. Details of Related Party Transactions in Form AOC-2 was not attached as an Annexure to Directors report as on year ended March 31,2024. The Company has noted this non-compliance. The details of related party transactions have been stated in the Financial Statements. However, the said annexure cannot be refiled now in Form AOC-4. In the event of any regulatory action by ROC, the Company shall be liable to pay penalty under Section 134 of the Companies Act, 2013.

c. In the Board resolution attached to Form PAS-3 for Rights issue allotment, Number of shares allotted was not mentioned and signed copy of list of allottees was not attached. The Company has noted this discrepancy. The Secretarial records have now been regularised by signing of Board resolution with proper list of allottee and a separate list of allottee as specified in the instruction kit of Form PAS-3. The said allotment resolution and list of allottee have been placed and approved by the Board. The company and officers could be liable to penalties under Section 42(9) & Section 450, based on previous adjudication orders passed by ROC.

d. The Statutory Auditor of the Company has not generated UDIN for the Audited financial statements for the period ended September 30, 2024 for the purpose of certifying sufficient Free reserves for Bonus allotment. The Statutory Auditor has issued valid certificate with UDIN on September 12, 2025 certifying that Company had sufficient free reserves before the Bonus allotment of 90,00,000 Equity Shares. This is a procedural non-compliance and the auditor has agreed to generate UDIN for the Audited financial results of September 30, 2024, whenever there is UDIN Amnesty Scheme issued by ICAI.

None of the aforementioned non-compliance require refiling of any Form or compounding application with ROC. The Company has identified the above non-compliance and has now taken following steps to strengthen the compliance mechanisms:

1. We have now appointed a in house Company Secretary for the Secretarial Compliances.
2. We now have a detailed compliance calendar so that routine compliances are not missed.

3. We have now detailed SOPs and checklist for each and every event-based compliances so that clerical mistakes are avoided.
4. We now have a talented team of practising company secretary on retainership basis. This helps to avoid missing of deadlines, ensure correct filing with accurate information and ensures systemic checks and balances, so that mandatory compliances are not missed.

As on the date of this DLOF, no notices have been issued. However, notices may be issued to our Company in the future, and fines or penalties may be imposed, potentially impacting our administrative compliance. There is no assurance that regulatory authorities will not take penal action against us for any non-compliance. Such adverse actions could affect our financial results.

9. A significant portion of our revenues is generated through aggregator platforms where product visibility and sales depend on search algorithms, sponsored placements, and evolving platform policies. Any unfavourable changes in these mechanisms, or decline in consumer usage of these platforms, could materially reduce our sales volumes and profitability.

Our sales are materially dependent on third-party platforms such as Naaptol, and other online aggregators. Success on these platforms is largely determined by algorithms that rank products based on price competitiveness, customer ratings, return rates, and paid promotions. Any changes to these algorithms or the commercial terms of these platforms, including higher commission rates, stricter return policies, or modifications to seller eligibility, may adversely affect product visibility and sales volumes. Furthermore, platforms may prioritise their in-house brands or larger vendors, which could reduce the competitiveness of smaller sellers like us.

The total sales through the aggregator platforms in the financial year ended March 31,2026 was Rs. 2,570.05 lakhs, which contributed to around 31.05% of the total sales during the year. Hence, any change to the commercials of these platforms, may significantly impact the margins of our sale and in turn may affect profitability.

(In ₹ Lakhs)

Particulars	31-Mar-26		31-Mar-25	
	Amount	% of Revenue	Amount	% of Revenue
Sale from Third party platform	2,570.05	31.05%	2,602.71	37.03%
Total Sales	8,276.25	**100.00%**	**7,028.05**	**100.00%**

Customer traffic to aggregator platforms is also subject to fluctuations driven by consumer behaviour, competition, and platform reputation. A decline in platform engagement, or negative publicity affecting them, may directly translate into reduced sales for us. In such cases, sustaining sales momentum would require higher marketing spend, increasing customer acquisition costs and compressing margins.

In addition, our warehousing, order management, and sales processes are highly dependent on stable internet connectivity and digital systems. Outages or failures, whether caused by technical issues, cyberattacks, or service provider disruptions, can delay order processing, impair inventory management, and reduce customer satisfaction. Overdependence on a limited set of platforms and digital infrastructure increases our vulnerability to operational shocks, adversely affecting both revenue predictability and service quality.

10. Our hybrid fulfilment model, which integrates warehousing, self-shipping and third party dropshippers involves significant operational complexity and multiple potential points of failure. Any disruption in warehouse or fulfilment operations could materially and adversely impact our ability to deliver products:

We operate three strategically located warehouses in Bhiwandi, Bangalore, and Delhi, complemented by a hybrid fulfilment structure that includes self-shipping and collaboration with third-party dropshippers. While this model enhances flexibility, it also creates multiple dependencies. Disruptions in any warehouse, whether due to equipment failure, staff shortages, lease termination, or regulatory enforcement, could reduce throughput and increase delivery times. Inaccurate demand forecasts can exacerbate these issues by creating imbalances between warehouse inventory and customer demand across geographies, increasing costs of redistribution and delayed fulfilment.

Further, our reliance on third-party dropshippers introduces risks that are not fully within our control. Delays or lapses in quality by these partners may lead to customer dissatisfaction, order cancellations, or negative reviews. Since aggregator platforms heavily weight seller ratings and delivery performance in determining product placement, such incidents can materially reduce visibility and sales. Additionally, inefficiencies in reverse logistics or return management add to costs and complicate inventory control.

Logistics partners are another critical node in the supply chain. Failures by these partners in last-mile delivery or in handling peak volumes can undermine the customer experience. In an industry where consumer trust is fragile

and switching costs are low, operational shortcomings can lead to customer attrition and higher marketing expenditure to restore goodwill. Collectively, these risks make our fulfilment operations a key vulnerability to overall business performance.

11. Our warehousing and fulfilment operations are labour intensive, and we face high attrition rates among operational staff compared to traditional industries. Frequent turnover increases recruitment and training costs and raises the risk of operational errors, delays, and reduced service quality.

The success of our fulfilment operations depends on a large number of employees engaged in warehousing, packaging, order processing, and delivery coordination. The e-commerce sector experiences significantly higher attrition rates in these roles than many other industries, creating a constant need for recruitment and training. High turnover not only raises costs but also results in reduced process efficiency and a greater likelihood of errors in picking, packing, and dispatching. Service lapses at this level directly affect customer satisfaction and increase the risk of negative feedback on aggregator platforms.

Rising statutory wage requirements, inflation, and competition for skilled workers further increase labour costs. Retaining experienced personnel may require higher remuneration or additional incentives, thereby raising our cost base. Inability to manage these costs without sacrificing efficiency could reduce margins and affect our competitive positioning.

To mitigate these risks, the Company may need to invest in automation, technology solutions, or alternative fulfilment models. While these initiatives may improve long-term productivity, they involve significant upfront investment and may not generate immediate benefits. If workforce-related challenges persist, our ability to deliver efficiently, scale operations, and maintain profitability may be adversely affected.

The attrition rate of Employees for the financial years 2025-26 and 2024-25 are 81.55% and 168%, respectively.

Particulars	**For the Financial Year ended**	
	March 31, 2026	**March 31, 2025**
Employees at the beginning	52	74
New Joiners	41	84
Employees Left	42	106
Total Employees at the end	51	52
Attrition rate (%)	**81.55%**	**168%**

Note: Attrition Rate (%) = (Number of Employees Resigned during the Period ÷ Average Number of Employees during the Period) × 100.

Our attrition levels are elevated relative to traditional industry benchmarks. This reflects the nature of the e-commerce sector, where higher turnover is common among frontline operational staff engaged in functions such as warehousing and fulfilment. The attrition rates presented above should therefore be viewed in the context of the Company's operating model and industry dynamics.

The Company's workforce primarily comprises personnel engaged in warehousing, logistics, and other operational functions that are cyclical and volume-dependent in nature. The higher attrition rates during the periods under review were largely attributable to (i) temporary or ad-hoc hiring undertaken to meet peak seasonal demand, and (ii) the absence of formal employee screening and retention frameworks in earlier periods.

In order to enhance workforce stability, the Company has recently implemented employee welfare and compliance measures, including coverage under the Employees' State Insurance Corporation (ESIC) and Provident Fund (PF) schemes. Further, the Company has strengthened its recruitment and screening processes to ensure higher retention of personnel and minimize turnover in critical functions.

These initiatives are expected to contribute to a more stable and engaged workforce going forward.

12. Our requirement of maintaining high levels of inventory for our e-commerce business may result in substantial working capital needs, which, if not managed properly, could adversely affect our financial condition, cash flows and results of operations.

As an e-commerce company, our business model is highly reliant on identifying and stocking trending products for sale across various online aggregator platforms. While this enables us to capitalize on current market demand and consumer preferences, it also exposes us to the risk of unsold or slow-moving stock if such trends fade or become obsolete faster than anticipated. In such cases, we may be unable to liquidate the inventory in a timely manner or at expected margins, which could lead to blockage of working capital and reduced cash flows.

Maintaining large inventories may call for additional funding requirement, thereby increasing our dependence on working capital financing. If sales turnover does not occur as projected, our capital may remain tied up in stock, resulting in increased finance costs and liquidity strain. Further, any inability to secure timely financing or alternative funding arrangements may adversely impact our ability to meet short-term obligations, manage operations effectively, and pursue our growth plans.

Accordingly, ineffective management of inventory levels and capital requirements in the dynamic e-commerce environment could materially and adversely affect our business, financial condition, cash flows, and results of operations.

Additionally, the cost of warehousing and logistics for maintaining large inventories could also significantly increase our operating expenses. If we are unable to manage our inventory efficiently or liquidate excess/slow-moving stock in a timely manner, it could adversely impact our profitability and return on capital employed.

Accordingly, any inability to effectively manage our inventory levels and related capital requirements, especially in the dynamic e-commerce environment, could materially and adversely impact our business operations, financial condition, cash flows, results of operations, and prospects.

The details of our inventory levels and turnover for the last two financial years are set out below:

Particulars	FY 2025-26	FY 2024-25
Inventory at year end (₹ in lakhs)	1,442.86	653.57
Average Inventory (₹ in lakhs)	1,048.22	568.00
Inventory Turnover Ratio (times)	4.51	7.24

13. Through our U.S. subsidiary, we engage in cross-border e-commerce and international sourcing, which exposes us to regulatory, operational, and currency risks. Changes in customs procedures, tariffs, or trade policies could increase costs and delay fulfilment.

The Company operates an international subsidiary in the name of Acetech Ventures INC in United States to expand its e-commerce presence and facilitate cross-border sourcing. These activities expose us to multiple risks associated with international trade. Regulatory changes, tariffs, customs delays, or import/export restrictions may increase costs or create bottlenecks in the supply chain. Political and geopolitical uncertainties, including trade disputes, may further complicate compliance and procurement. Non-compliance with foreign laws or contractual obligations may result in fines, penalties, or restrictions on our overseas operations.

Earning and Expenditure in Foreign currency	31.03.2026	31.03.2025
Earnings in Foreign Currency (USD)	44,958.00	303,000.00
Expenditure in Foreign Currency (USD)	52,942.00	268,649.00

In addition, a portion of our procurement and revenues is denominated in foreign currencies. Exchange rate fluctuations, particularly in relation to the U.S. dollar, may materially increase procurement costs or reduce realised revenues from international sales. While hedging arrangements may mitigate some of these exposures, such arrangements involve additional costs and may not be fully effective.

International operations also require compliance with differing regulatory and tax frameworks, including consumer protection, data privacy, and labour laws, each of which adds complexity and administrative burden. Any failure to meet these requirements could result in penalties, reputational damage, or restrictions on market access. Collectively, these factors increase operational risk and may adversely impact profitability and our ability to scale global operations effectively.

14. Our Company is significantly dependent on the experience, expertise, and continued support of our Promoter for the growth and development of our business, and any loss of his involvement could adversely affect our operations and future prospects

Our Promoters have been instrumental in the formation, strategy, and overall business development of our Company. We are significantly dependent on his industry knowledge, relationships, guidance, and vision for the continued growth of our operations. The lack of active involvement or inability of our Promoter to continue to contribute effectively, whether due to personal reasons, health issues, disassociation from the Company, or other professional commitments, could have a material adverse effect on our business performance and prospects.

Further, while our Promoter plays a central role in the management and decision-making processes of our Company, there is no assurance that such dependence will not expose us to risks relating to concentration of

authority, succession planning, or limitations in independent managerial decision-making. Any inability to attract, retain, or groom qualified professionals who can supplement or succeed the role of our Promoter could also negatively affect our growth trajectory.

Accordingly, any reduction in the involvement or effectiveness of our Promoter could disrupt our operations, hinder our strategic initiatives, and materially and adversely impact our business, financial condition, and results of operations.

15. Our business depends on third-party e-commerce platforms for order processing and payment collection, and any service issues or customer dissatisfaction on such platforms could adversely affect our reputation.

Our business depends on third-party e-commerce platforms for order processing and payment collection, and any service issues or customer dissatisfaction on such platforms could adversely affect our reputation.

The Company sells its products primarily through third-party aggregator and marketplace platforms such as Naaptol, Amazon, and Flipkart. All order management, payment collection (including prepaid and Cash-on-Delivery), refund, and complaint redressal processes are managed entirely by these platforms. The Company does not have any direct interface with end customers regarding the mode of payment or refunds. There have been no complaints received by the Company in the past relating to COD or paid transactions. However, any operational issues, delays, or customer dissatisfaction arising at the platform level, even if unrelated to our products, could potentially impact our brand perception and business reputation.

16. Our technology platforms may be subject to disruptions, failures, or security breaches.

Given that the significant sale of our products through teleshopping, websites and apps is the core of our business, we depend on the efficient and uninterrupted operation of our technology platform, including our proprietary pricing algorithms. The same is true for other key functions such as marketing, logistics, forecasting and accounting. We also store data, such as proprietary information regarding transactions and customer behavior in our data centers. Such data is essential to our business and our ability to correctly price used products.

While we have not experienced any such failures in the past, a disruption or failure of our technology platforms due to software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, power disruptions or other causes could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, cause breaches of data security, loss of intellectual property or critical data, or the release and misappropriation of sensitive information, or otherwise impair our operations. It may become increasingly difficult to maintain and improve the availability of our websites and apps, especially during peak usage times and as our product offering becomes more complex and the number of visitors' increases.

We currently do not have business interruption insurance to provide for such adverse events. If we fail to effectively address capacity constraints, engage or replace our third-party technology providers, adequately respond to disruptions or upgrade our technology platforms accordingly, our websites and apps could become unavailable or fail to load quickly, and customers may decide to use other platforms and may not return, which would adversely affect our business and reputation.

17. Our business operations depend on the availability and performance of third-party payment gateway aggregators. Any disruption, delay, or inability to secure requisite agreements with such service providers may adversely impact our business and operations.

The Company's operations are highly dependent on digital infrastructure, including proprietary systems and those provided by third-party platforms. Cybersecurity threats such as hacking, malware, phishing, denial-of-service attacks, or data breaches pose significant risks to business continuity. A successful attack could compromise customer data, disrupt operations, or impair our ability to process transactions. Such events would not only result in immediate financial costs but also damage our reputation with customers, suppliers, and business partners.

Data protection and privacy regulations in India and other jurisdictions where we operate impose strict obligations on how customer information is collected, stored, and used. Non-compliance with these regulations may lead to significant fines, legal liabilities, and restrictions on our ability to process data. Given our expansion through international subsidiaries, we are exposed to multiple regulatory regimes simultaneously, increasing the complexity of compliance.

In addition, payment processing systems are vulnerable to fraud, chargebacks, and technical outages. Failures in payment gateways or delays in settlements can disrupt cash flows and impair working capital management. Addressing these risks requires significant investment in technology, monitoring, and

insurance, which may increase costs. Sustained vulnerabilities or repeated incidents could erode consumer confidence in our platforms and adversely impact our sales and profitability.

18. ***Our actual or perceived failure to protect personal information of the customers and other data could damage our reputation and brands:***

We collect, process, store, share, disclose and use limited personal information and other data provided by customers, for our internal use, including names, addresses, e-mail IDs and phone numbers. To effect secure transmission of such information, we rely on, among other security measures, firewalls, web content filtering, encryption and authentication technology. We also depend on the security of our networks and, in part, on the security of our third-party service providers. Unauthorized use of, or inappropriate access to, our networks, computer systems or services, or to those of our third-party service providers, could potentially jeopardize the security of such confidential information. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we or our third-party service providers may be unable to anticipate these techniques or to implement adequate preventative measures. We may need to expend significant resources to protect against security breaches or to address problems caused by such breaches. If an actual or perceived breach of our security occurs, the perception of the effectiveness of our security measures could be harmed, which, in turn, could damage our relationships with consumer and reduce consumer traffic to our websites and apps which will affect our business operation, liquidity, profitability and reputation adversely.

With the enactment of the Personal Data Protection Bill, 2019 (PDP Bill‖), the privacy and data protection laws are set to be closely administered in India, and we may become subject to additional potential liability. Our failure to comply with any of these laws, regulations or standards may have an adverse effect on our business, results of operations, cash flows and financial condition.

19. ***Our growth depends on our ability to attract and retain customers through digital marketing, social media campaigns, and search engine visibility. Rising customer acquisition costs, algorithm changes on advertising platforms, or reduced efficiency of targeting tools may materially increase marketing expenses.***

Acetech relies extensively on digital marketing strategies to build awareness and drive sales across multiple channels. These include targeted campaigns on platforms such as Facebook, Instagram, and Google, as well as promotional spending on aggregator platforms to secure product visibility. As competition intensifies, the cost of advertising inventory has risen significantly, leading to higher customer acquisition costs. If these costs continue to rise faster than the lifetime value of customers, the unit economics of our business may be adversely affected.

Algorithmic changes by search engines or social media platforms can also reduce the effectiveness of our campaigns. For example, modifications in how ads are ranked, displayed, or priced may decrease visibility or increase costs for the same level of exposure. Similarly, restrictions on user data usage due to evolving privacy regulations may reduce the precision of targeted advertising. This can limit our ability to efficiently reach and retain customers.

Inefficiencies in marketing not only reduce profitability but also slow down the pace at which we can launch new products and expand our portfolio. Restoring customer engagement may require additional investment in promotions, discounts, or alternative channels, all of which increase costs. A sustained decline in marketing efficiency may therefore materially constrain our ability to scale operations profitably.

20. ***Our investments in marketing may not effectively increase user engagement on our websites and applications and may not lead to a corresponding growth in transactions on our platform.***

We have made, and will continue to make, investments in our marketing efforts, including search engine marketing and other forms of online marketing, to attract large numbers of consumers seeking to purchase latest, unique and fashionable products. The allocation of our marketing investments is driven by analyzing the data we collect from relevant traffic to our websites and apps as well as trades entered into by our customers. We may, however, not be able to accurately measure the effectiveness of our marketing expenses. Consequently, we cannot assure you that our assumptions regarding required customer acquisition costs and resulting revenue as well as the marketing needed to source and expeditiously sell an attractive inventory will prove to be correct.

If we are not able to attract sufficient traffic to our websites and apps, convert such traffic into customers, or achieve repeat transactions, our growth prospects, business, financial condition and results of operations may be adversely affected.

21. ***We market products across categories such as personal care, ayurvedic formulations, eco-friendly homecare, car care, and spiritual goods, many of which are subject to evolving regulations. Any failure by us or our suppliers to comply with applicable safety, labelling, or marketing standards may result in fines, product***

recalls, or delisting from platforms.

The Company operates in a diverse set of product categories, some of which fall under specific regulatory frameworks. For example, personal care and ayurvedic products may be subject to health and safety standards, labelling requirements, and restrictions on advertising claims. Eco-friendly and homecare products may be governed by environmental and chemical safety regulations. Any lapse in compliance by us or by the suppliers who manufacture our products could result in penalties, product recalls, or restrictions on distribution. Such enforcement actions may be accompanied by negative publicity, which could harm brand reputation and reduce consumer trust.

The regulatory environment is dynamic and may evolve to impose additional obligations. For instance, stricter labelling rules or new approvals may delay product launches or increase compliance costs. Since we do not manufacture products ourselves and rely on third-party vendors, ensuring consistent compliance across suppliers adds to the complexity and risk of regulatory breaches.

Non-compliance in one product category can also affect perceptions across unrelated categories. For example, an issue in personal care products could reduce trust in our ayurvedic or eco-friendly product lines, undermining the overall credibility of our brand portfolio. These risks may restrict our ability to expand into new product segments or markets, increase compliance expenditures, and adversely affect revenues and growth.

22. We are building Niche Brands through our subsidiary under Trademarks licensed from Parent Company. Protecting issues like counterfeiting, unauthorized sellers or intellectual property disputes is very important as it may impact brand value and affect overall success:

The Company has undertaken brand-building initiatives through its subsidiary, Conceptive Brains, in categories such as personal care, ayurvedic products, eco-friendly homecare, car care, and spiritual goods. These brands are marketed under trademarks owned by the parent company. Developing brand equity requires sustained investment in marketing, product quality, and customer experience. Any failure to deliver consistent value could weaken brand perception and affect sales.

A critical risk arises from counterfeiting and unauthorised sellers. Fake or inferior-quality products may be sold under our brand names in online and offline markets, misleading customers and damaging our reputation. Customers who experience poor quality from counterfeit products may attribute it to our brands, reducing trust even if we were not the source. Addressing such incidents requires continuous monitoring and legal enforcement, which can be costly and resource intensive. Although we have not encountered such issues to date, there can be no assurance that our brands will remain free from encroachment in the future.

Further, intellectual property rights enforcement is complex and varies across jurisdictions. We may face disputes relating to trademark ownership, validity, or infringement. Unfavourable outcomes in such disputes could restrict our ability to use certain marks or compel us to rebrand products. These risks may increase legal expenses, disrupt operations, and weaken our competitive positioning. Failure to protect and enforce intellectual property effectively may materially harm our revenues and brand equity.

23. We have certain outstanding litigation against our Company, an adverse outcome of which may adversely affect our business, reputation and results of operations:

A summary of outstanding matters set out below includes details of criminal and civil proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Directors, Promoter, Subsidiary and KMPs, as the date of this DLOF.

Name of Entity	No. of Criminal Proceedings	No. of Tax Proceedings	No. of Statutory or Regulatory Proceedings	No. of Disciplinary actions by the SEBI or Stock Exchanges	No of Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By our Company	-	-	-	-	-	-
Against our Company	04	2	-	-	-	580.06
Promoters						
By our Promoter	-	-	-	-	-	-
Against our Promoter	-	01	-	-	-	0.28

Directors other than Promoters						
By our directors (Other than Promoters)	-	-	-	-	-	-
Against our Directors (Other than Promoters)	-	-	-	-	-	-
Subsidiary Companies						
By our Subsidiary Company	-	-	-	-	-	-
Against our Subsidiary Company	-	-	-	-	-	-
KMPs/SMPs						
By our KMPs/SMPs	-	-	-	-	-	-
Against our KMPs/SMPs	-	-	-	-	-	-

The amounts claimed in these proceedings have been disclosed to the extent. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

24. We operate in a highly competitive e-commerce industry characterised by low entry barriers, aggressive pricing, and rapid product substitution. Larger, well-capitalised competitors may outspend us on customer acquisition, warehousing, and fulfilment, while smaller agile players may capture niche trends faster than we can.

The e-commerce sector in India and globally is marked by intense competition, with participants ranging from established global marketplaces to domestic digital-first brands and new entrants leveraging social media. Barriers to entry are relatively low, enabling new players to quickly enter and target niche segments. At the same time, large competitors often benefit from significant financial resources, brand recognition, and proprietary fulfilment infrastructure, allowing them to operate at scale and with lower unit costs.

Competitive pressures manifest in several ways. Larger players may subsidise pricing or offer free delivery to attract customers, forcing smaller companies like ours to either match such offers at the expense of margins or risk losing market share. Competitors may also secure better terms from suppliers, including exclusive arrangements, which could limit our ability to access high-potential products. Furthermore, well-funded players may invest heavily in marketing and technology, creating higher customer expectations in terms of speed, reliability, and service quality.

Smaller digital-native brands, meanwhile, may move faster in identifying micro-trends and launching targeted offerings, thereby outpacing our ability to monetise emerging demand. If we are unable to maintain agility while also competing with larger incumbents, our relevance in the market may decline. Prolonged margin compression or loss of market positioning could restrict our ability to invest in innovation, fulfilment infrastructure, and brand-building initiatives, adversely affecting our long-term growth trajectory.

25. Although we maintain insurance coverage for warehousing, logistics, and certain operational exposures, our policies may not cover all risks or may be subject to exclusions and limits.

The Company maintains insurance policies intended to cover certain operational risks, including those relating to stock.

Sr. No.	Insurance Company	Insurance Holder	Policy Type	Policy No.	Validity Period	Sum Insured (In ₹)	Premium (In ₹)
1	Acko Insurance	Acetech Ventures LLP	Vehicle Insurance	DCCR1049895 8697/00	March 23, 2026 to March 22, 2027	16,52,519	25,099

2	HDFC EGRO General Insurance Company Ltd	Acetech E-Commerce Limited	Vehicle Insurance	230220881894 7800000	July 29, 2026 to July 28, 2029	25,00,000	88,648
3	The New India Assurance Co. Limited	Acetech E-Commerce Limited	Stock Insurance	113500112687 00000002	October 18, 2026 to October 17, 2027	1,00,00,000	8,378
4	The New India Assurance Co. Limited	Acetech E-Commerce Limited	Stock Insurance	113500112696 00000004	October 18, 2026 to October, 2027	10,00,00,000	1,18,000

However, these policies are subject to limitations in scope and coverage, exclusions for specific types of losses, and monetary caps. As a result, events such as significant product liability claims, large-scale cyberattacks, or natural disasters may not be fully covered, requiring the Company to bear the resulting costs directly.

Insurance coverage for certain risks, such as regulatory penalties, reputational harm, or consequential business interruption, is generally unavailable or prohibitively expensive. In the event of such incidents, our financial position could be materially impacted. Furthermore, frequent or large claims may lead to higher premiums, stricter terms, or reduced availability of coverage in subsequent years, increasing our operational costs.

Uninsured or under-insured losses could adversely affect cash flows, liquidity, and profitability. In addition, disclosure of contingent liabilities arising from such events may influence investor perception and affect our ability to raise capital on favourable terms. While we endeavour to maintain adequate coverage, there can be no assurance that insurance will fully mitigate all risks inherent in our operations.

26. There were some instances in past for delay in depositing the statutory dues with the concerned offices of the departments on a few instances. While no show-cause notice has been issued against our Company till date, in the event of any cognizance being taken by the concerned authorities in respect of above delays in filings, actions may be taken against our Company and its directors, which could impact our business and financial performance.

Delay in submission of returns and deposit of contribution in case of Employees Provident Fund and Employees State Insurance is detailed hereunder:

Financial Year	Return Type	Month	Due Date	Date of Payment	Delay in Days
2024-25	EPF	Apr-24	15-May-24	20-12-2024	219
2024-25	EPF	May-24	15-Jun-24	20-12-2024	188
2024-25	EPF	Jun-24	15-Jul-24	20-12-2024	158
2024-25	EPF	Jul-24	15-Aug-24	20-12-2024	127
2024-25	EPF	Aug-24	15-Sep-24	20-12-2024	96
2024-25	EPF	Sep-24	15-Oct-24	20-12-2024	66
2024-25	EPF	Oct-24	15-Nov-24	20-12-2024	35
2024-25	EPF	Nov-24	15-Dec-24	20-12-2024	5
2024-25	EPF	Dec-24	15-Jan-25	14-02-2025	30
2025-26	EPF	Apr-25	15-May-25	17-12-2025	216
2025-26	EPF	May-25	15-Jun-25	17-12-2025	185
2025-26	EPF	Jun-25	15-Jul-25	17-12-2025	155
2025-26	EPF	Jul-25	15-Aug-25	17-12-2025	124
2025-26	EPF	Aug-25	15-Sep-25	17-12-2025	93
2025-26	EPF	Sep-25	15-Oct-25	12-12-2025	58
2025-26	EPF	Oct -25	15-Nov-25	12-12-2025	27
2025-26	EPF	Nov-25	15-Dec-25	12-12-2025	0
2025-26	EPF	Dec-25	15-Jan-25	21-01-2026	6
2025-26	EPF	Jan-26	15-Feb-25	13-02-2026	0
2025-26	EPF	Feb-26	15-Mar-25	14-03-2026	0
2025-26	EPF	Mar-26	15-Apr-25	14-04-2026	0

Financial Year	Return Type	Month	Due Date	Date of Payment	Delay in Days
2024-25	ESIC	Sep-24	15-Oct-24	19-12-2024	65
2024-25	ESIC	Oct-24	15-Nov-24	19-12-2024	34
2024-25	ESIC	Nov-24	15-Dec-24	19-12-2024	4
2024-25	ESIC	Dec-24	15-Jan-25	29-01-2025	14
2024-25	ESIC	Feb-25	15-Mar-25	30-04-2025	46
2024-25	ESIC	Mar-25	15-Apr-25	30-04-2025	15
2025-26	ESIC	Apr-25	15-May-25	24-06-2025	40
2025-26	ESIC	May-25	15-Jun-25	24-06-2025	9
2025-26	ESIC	Jun-25	15-Jul-25	04-11-2025	112
2025-26	ESIC	Jul-25	15-Aug-25	04-11-2025	81
2025-26	ESIC	Aug-25	15-Sep-25	04-11-2025	50
2025-26	ESIC	Sep-25	15-Oct-25	04-11-2025	20
2025-26	ESIC	Oct-25	15-Nov-25	12-12-2025	27
2025-26	ESIC	Nov-25	15-Dec-25	12-12-2025	0
2025-26	ESIC	Dec-25	15-Jan-25	21-01-2026	6
2025-26	ESIC	Jan-26	15-Feb-25	13-02-2026	0
2025-26	ESIC	Feb-26	15-Mar-25	14-03-2026	0
2025-26	ESIC	Mar-26	15-Apr-25	14-04-2026	0

Reason for delay: The delay in payments was primarily due to internal administrative lapses in Reconciliation of employee Payroll data, and Delay in bank clearance due to server downtime.

Steps taken by company to address the delays:

1. Monthly internal compliance checks under the supervision of the finance department.
2. Appointment of a professional and Highly experienced CFO to ensure timely filing and remittance.

In the event the Company fails to submit the requisite disclosures to the regulators in the future, then the Company may be penalized by the regulators and the same may affect our results of operations.

27. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we have or may implement, or our level of compliance with such controls, may deteriorate over time due to evolving business conditions. Further, failure or absence of adequate internal control systems may also affect our business operations. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

28. Growing our business through acquisitions or incorporation of new companies may expose us to additional risks that could adversely impact our business, financial condition, cash flows, operational results, and future prospects.

In the past, we have resorted to incorporating new companies for expansion of our business activities and we may continue to pursue strategic acquisitions or similar arrangements. Our Company intends to utilize a portion of Net Proceeds for unidentified inorganic acquisitions of business or incorporation of new entity altogether. For details, see "Objects of the Issue". However, the successful integration of new business depends on our ability to implement necessary changes in their operations or personnel, which may involve significant capital expenditure. We may face challenges in integrating processes, systems, and employees in a timely and cost-effective manner. Additionally, we could encounter difficulties in establishing effective management information and financial control systems, assimilating differing corporate cultures, and addressing unforeseen legal, regulatory, contractual, or other issues. Any future acquisitions or arrangements carry risks that could materially and adversely affect our business, particularly if these acquisitions/ incorporations do not yield the expected investment results.

29. Major fraud lapses of internal control, system failures, theft, employee negligence or similar incidents could adversely impact the company's business.

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, theft, system failures, information system disruptions, communication systems failure and

interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties. Despite implementing security measures and internal controls, there is no guarantee that we will completely avoid instances of fraud, theft, employee negligence, or security lapses in the future. Any such occurrence could lead to significant financial losses and affect our overall business performance. Though, there had been no of such instances in past, we may not be able to assure such incident will not happen in the future.

30. We have certain contingent liabilities as on date of this Draft Letter of Offer (DLOF) that have been provided for in our Company's financials which if materialized, could adversely affect our financial condition.

As on the date of this DLOF, our Company has certain contingent liabilities that have been disclosed in our financial statements. While our management believes that adequate provisions have been made in respect of these contingent liabilities, there can be no assurance that such liabilities will not materialize in the future. In the event such liabilities crystallize, our Company may be required to incur substantial cash outflows, which could adversely affect our financial condition, business operations, profitability, and liquidity. Further, any adverse outcome in respect of these liabilities could also negatively impact our reputation and the value of our Equity Shares.

The details of our contingent liabilities are set out below:

(in lakhs)

Sr. No.	Particulars	As on March 31, 2026
1	Income Tax demands / Notices before CIT Appeals /TDS	114.15
2	Demand under GST	580.06

31. We are dependent on third party transportation providers for delivery of goods and materials to our clients. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation:

As trading and distribution form the core of our business model, the success of our operations depends significantly on the smooth procurement, supply, and timely transportation of goods to our buyers and clients. The movement of goods is subject to a number of uncertainties and risks beyond our control, including delays caused by traffic congestion, inadequate infrastructure, transportation strikes, fuel price fluctuations, shortage of vehicles, and compliance with evolving regulatory requirements. In addition, goods in transit are exposed to risks of loss, theft, or damage arising from accidents, mishandling, or natural calamities such as floods, storms, or other force majeure events.

Our e-commerce business also relies heavily on digital platforms, logistics management systems, and third-party technology solutions for route optimization, order tracking, and supply chain visibility. Any failure, outage, or malfunction in these systems whether due to cyberattacks, software glitches, server downtime, or integration errors with third-party logistics providers could disrupt our ability to manage and monitor deliveries effectively. Such technology failures may result in incorrect order processing, delays in shipment, inability to provide real-time updates to customers, or even loss of business data.

Any significant delay, disruption, or failure in the supply chain, transportation, or technology systems could result in cancellation of orders, increased logistics costs, penalties, deterioration of customer satisfaction, and potential disputes with clients. Since we operate in a highly competitive e-commerce market where reliability, efficiency, and real-time tracking are critical factors for customer trust and retention, even minor lapses in our logistics or digital infrastructure could adversely affect our reputation and market position.

Failure to ensure the timely, efficient, and reliable delivery of goods through both physical and digital systems may therefore have a material adverse effect on our business operations, financial condition, and growth prospects.

32. We do not have regular or long-term customers, and our business is highly dependent on our ability to attract new customers and retain existing ones in a competitive market.

As an e-commerce company operating through our online business portal, we do not have any binding arrangements or long-term contracts with our customers. Purchases on our platform are generally made on a transactional basis, and customers are free to choose from several competing portals offering similar products and services. The e-commerce industry is highly competitive, with the presence of well-established players as well as new entrants who continuously strive to attract customers through aggressive pricing, promotional campaigns, discounts, loyalty programs, and superior technological interfaces. Consequently, our customers may not remain with us for an extended period and may shift to competitors at any time.

Our ability to achieve sustainable growth is therefore contingent upon consistently attracting new customers while retaining existing ones. Despite our efforts to provide a wide and varied product range, competitive pricing, good quality, and efficient delivery service, there is no assurance that these factors will be sufficient to ensure customer loyalty or repeat purchases. In addition, changes in consumer preferences, negative customer experiences, service lapses, or unfavorable online reviews may adversely affect our ability to maintain our customer base.

Given the intense competition in the e-commerce sector, our inability to generate repeat business or maintain customer loyalty could limit our growth potential and adversely affect our revenue, profitability, and overall financial condition**.**

33. We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and Business Associates

We are having online portal for sale of our and our partners goods and materials, so we are subject to fraud and other malpractice committed by our employees. The improper use of confidential information for other than our business by our employees may lead to litigation. Such misconduct could result in unexpected business risks, losses, invite regulatory sanctions and seriously harm our reputation and could even lead to litigation. We have almost taken all the steps to prevent such incidents, but it may not be effective at all the time in this high tech age. Any fraud, mischief or misbehavior on the part of our employees could materially affect our business operations, financial position and/or reputation.

34. Absence of material agreements with B2B clients may adversely affect the Company's revenue stability and business operations.

The Company has not entered into any material agreements with its B2B clients. Accordingly, there can be no assurance that the Company will continue to derive revenue from its existing clients or that it will be able to enter into similar arrangements in the future. Accordingly, there can be no assurance that the Company will continue to receive repeat orders or maintain its existing business relationships with such clients. Any discontinuation, reduction, or delay in orders from these clients, or the inability of the Company to secure similar business in the future, may materially and adversely affect the Company's revenue, business operations, financial condition, and results of operations.

35. Non-compliance with the Digital Personal Data Protection Act, 2023 may expose the Company to monetary penalties, regulatory actions and reputational risks, and ensuring compliance may increase its operational and compliance cost

The Digital Personal Data Protection Act, 2023 (DPDP Act) introduces comprehensive obligations on entities classified as "Data Fiduciaries," including obtaining valid consent, maintaining records of data processing activities, and, where applicable, appointing a Data Protection Officer (DPO). The implementation of these requirements may necessitate changes in the Company's internal processes, IT infrastructure, and documentation frameworks to ensure compliance once the Act and its corresponding rules are fully notified. The DPDP Act grants the Central Government significant powers, including broad exemptions for government agencies. This may lead to unequal enforcement and interpretation of data protection obligations, resulting in uncertainty regarding compliance expectations and enforcement mechanisms.

Further, the DPDP Act restricts cross-border transfers of personal data to only those countries or territories that may be notified by the Central Government. Until such notifications are issued, there remains uncertainty regarding the permissibility of transferring personal data to third-party service providers or affiliates located outside India, which could impact the Company's ongoing and future data management and business operations. Ensuring compliance with the DPDP Act may also increase the Company's operational and compliance costs, as it may be required to implement enhanced cybersecurity systems, maintain detailed consent mechanisms, establish grievance redressal frameworks, and conduct employee training programs.

Any failure or delay in complying with the provisions of the DPDP Act, once effective, could expose the Company to substantial monetary penalties, regulatory actions, and reputational risks.

36. Exposure to Consumer Protection (E-Commerce) Rules, 2020 and Proposed Amendments may increase the Company's legal, operational and financial exposure, and any non-compliance may result in penalties, enforcement actions or reputational risks

The Consumer Protection (E-Commerce) Rules, 2020 (the "E-Commerce Rules") impose several obligations on e-commerce entities, including the requirement to ensure that all information relating to products and services offered on their platforms is complete, accurate, and not misleading. Non-compliance may lead to regulatory scrutiny, consumer complaints, and penalties. The E-Commerce Rules also require the implementation of fair return and refund policies and the establishment of effective grievance redressal mechanisms. Failure to comply

with these requirements could adversely affect consumer trust and expose the Company to enforcement actions or reputational harm.

E-commerce platforms are further required to ensure accurate classification and representation of goods and services. Any misclassification or misrepresentation could attract regulatory action or legal disputes. The proposed amendments to the E-Commerce Rules introduce the concept of "fallback liability," which may hold our e-commerce platforms responsible in cases where a seller fails to deliver goods or services as promised. This may significantly expand the operational, legal, and financial exposure of e-commerce entities and may require the Company to enhance vendor due diligence processes, adopt stricter monitoring mechanisms, and implement robust contractual safeguards with sellers.

Non-compliance with the E-Commerce Rules or the proposed amendments could subject the Company to penalties, enforcement actions, and reputational risks. Continuous monitoring of regulatory developments and proactive compliance measures will be critical to mitigating such risks.

37. Our Company may be exposed to Financial Risks associated with Investments in Unidentified Acquisitions:

Our Company may undertake acquisitions, strategic investments, joint ventures or partnerships in the future, some of which may not be identified as of the date of this DLOF. Any such potential acquisition targets or investment opportunities are currently unidentified, and we have not entered into any definitive agreements in this regard. Accordingly, investors will not have the opportunity to evaluate the specific merits, risks or feasibility of any such ttransactions at the time of making an investment in the Equity Shares offered through this Issue.

Further, any acquisition may require significant capital outlay, indebtedness or utilisation of internal accruals, which could adversely impact our financial position, liquidity and profitability. There can be no assurance that any future acquisition or investment will be successfully identified, consummated or integrated, or that it will achieve the expected benefits. If such initiatives do not perform as expected, our business, results of operations and financial condition may be adversely affected. Investors therefore face the risk of committing funds without the ability to assess the use of proceeds for such unidentified acquisitions or their associated risks.

38. One of the logos of our product category is not registered with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name could hamper our brand building efforts and our future growth strategy could be adversely affected.

The company is carrying out its business activities with one of the logo MOTHER VEDA using it as one of our brand identity. We have applied for its registration under Class 0**3** of the Trademark Act, 1999, with application numbers 6506230, however the same is not yet registered. As of the date of this DLOF, the status of application is "Objected". We are carrying out our business using our above-referred logo, and have built a strong association between our logo and our company, earning recognition, trust among leading corporate houses and high-net-worth individuals. The presence of similar or identical trademarks could lead to objections or opposition during the registration process, potentially delaying or preventing successful registration. If another company with a similar name has already secured trademark rights, we may face legal challenges, including cease-and desist notices or litigation, which could result in rebranding costs. The existence of similar names in the market may lead to consumer confusion, affecting brand recognition and diminishing the distinctiveness of our firm. If registration is denied or restricted, our ability to take legal action against infringers or misuse of our brand name may be weakened. In case of a trademark conflict, we may be required to modify our business name or branding, leading to financial and operational burden.

Our Company has applied for registration of its trademark(s)  in relation to the goods and services offered by us. We have initiated registration process to strengthen our brand protection. As of the date of this DLOF, the status of application is "Formality Check Pass". While the absence of a registered trademark at present technically allows third parties to seek registration of identical or similar marks, we believe our consistent and bona fide use of our brand has already created goodwill and recognition in the market. The Company is confident that timely steps towards trademark registration will mitigate potential risks of misuse, passing-off, or infringement by competitors. Furthermore, our proactive brand strategy, coupled with planned legal protections, will enable us to secure statutory rights over our marks and prevent dilution of our identity. In the interim, we continue to enjoy common law rights in our trade name and logo owing to continuous use, which we believe provides us with enforceable remedies against misuse. Once registration is obtained, our legal position will be further strengthened, ensuring long-term protection of our brand and market presence.

39. Our business is subject to risks relating to delayed collections or defaults by customers, which may result in increased working capital requirements and impact our profitability.

Our Company's business is working capital intensive and hence, trade receivables form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our trade receivables. We are unable to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the financial year ended March 31, 2026, and financial Year ended on March 31, 2025, our trade receivables were ₹2,833.44 lakhs and ₹ 1,074.33 lakhs respectively. We may be subject to working capital risks due to delays or defaults on payment by clients, which may restrict our ability to procure new equipment and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. Such situation may require an additional and, consequently, higher finance cost which will adversely impact our profitability.

40. There are no alternate arrangements for meeting our requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our working capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital expenditure requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not yet identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer chapter titled "***Objects of the Issue***" on page 55**.**

***41.* Our proposed acquisition of a strategic equity interest in Unique Cookware (India) Private Limited may not be completed within the expected timelines or may not yield the anticipated benefits, which could adversely affect our business, financial condition and results of operations.**

As part of the Objects of the Issue, we propose to utilise a portion of the Net Proceeds towards acquisition of a strategic equity interest in Unique Cookware (India) Private Limited ("Unique Cookware"), pursuant to the terms and conditions agreed between the relevant parties. Upon completion of the proposed acquisition, we expect Unique Cookware to become our subsidiary. The proposed acquisition is subject to completion of applicable conditions precedent, execution and/or completion of definitive documentation and such other regulatory, corporate and other approvals, compliances or conditions as may be applicable.

There can be no assurance that the proposed acquisition will be completed within the anticipated timelines or on the terms presently contemplated. Further, even if completed, there can be no assurance that the acquisition will generate the anticipated strategic, operational or financial benefits. The integration of Unique Cookware with our existing operations may involve operational, managerial, financial and other challenges and may require additional investment or management resources. Any failure to successfully integrate the acquired business, realise the expected synergies or achieve the anticipated financial performance may adversely affect our business, financial condition, cash flow and results of operations.

Further, the proposed acquisition involves an investment based on the information, financial performance and other parameters available to us at the time of undertaking the transaction. The actual performance of Unique Cookware may differ from the assumptions or expectations considered for the proposed acquisition, and we may not be able to recover or realise the value of our investment in the manner or within the timeframe anticipated. For further details, see "Objects of the Issue" beginning on page 55 .

***42.* Our proposed acquisition of the Zentaro and Phoenix online platforms may expose us to risks associated with integration, technology, customer retention, platform performance and regulatory compliance, and we may not realise the anticipated benefits from such acquisition.**

As part of the Objects of the Issue, we propose to utilise a portion of the Net Proceeds towards the acquisition of the Zentaro and Phoenix online platforms pursuant to an Asset Purchase Agreement dated July 02, 2026, entered into with Acetech Ecommerce Limited as the purchaser. The acquisition is intended to provide us with access to the acquired online platforms and their associated business operations, assets, intellectual property and/or other rights, subject to the terms and conditions of the definitive transaction documents.

The acquisition and subsequent operation of the Zentaro and Phoenix online platforms will expose us to risks associated with the integration and operation of the acquired platforms, including technology integration, platform reliability, cybersecurity, data protection, customer retention, traffic and conversion rates, dependence on third-

party service providers, logistics and fulfilment arrangements, and changes in consumer preferences. There can be no assurance that the acquired platforms will continue to generate revenues at historical or anticipated levels or that we will be able to retain existing customers, suppliers, vendors or other business relationships following the acquisition.

Further, the online platforms may require additional expenditure for technology upgrades, marketing, customer acquisition, inventory, working capital, integration and other operational requirements. Any failure to successfully integrate or operate the acquired platforms, maintain their technological infrastructure or achieve the anticipated revenue and profitability levels may adversely affect our business, financial condition, cash flows and results of operations.

The proposed transaction may also require compliance with applicable laws and regulations, including applicable foreign exchange, tax, intellectual property, data protection, e-commerce and other regulatory requirements. Any delay in obtaining applicable approvals, completion of required compliances or transfer of relevant rights and assets may adversely affect the implementation of the proposed acquisition. For further details, see "Objects of the Issue" beginning on page 55.

43. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operation

44. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders and lenders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time to meet our business needs. The issuance of fresh shares or convertible securities to raise funds could dilute the shareholding of existing shareholders, and the terms of such issuance may not always be favorable to them. If we raise funds through loans or debt instruments, it could substantially increase our interest burden and reduce our cash flows, negatively impacting our profitability and ability to pay dividends to shareholders.

Additionally, we are required to maintain certain financial ratios and comply with covenants under our financing agreements. There is no assurance that we will be able to meet these requirements or obtain the necessary consents for actions we believe are essential to operate and grow our business.

Our current level of debt, along with any new debt incurred in the future, has significant implications. Failure to comply with financial or other covenants, unless waived by lenders or otherwise resolved, could trigger the need for immediate repayment of loans, along with additional costs. In such circumstances, we may be compelled to sell assets, limit operations, or take other measures, which could adversely affect our business and hinder our growth plans.

While these covenants impose certain restrictions, they also instill financial discipline, which can benefit us in the long term by improving our financial performance.

45. The deployment of the Net Proceeds from the Issue is based on management estimates and have not been independently appraised by any bank or financial institution and our Company's management will have flexibility in utilizing the Net Proceeds from the Issue subject to compliance of applicable laws.

Our Company intends to primarily use the Net Proceeds from the Issue towards working capital as described in ***'Objects of the Issue'*** on page no. 55 of this DLOF. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section 'Risk Factors', may limit or delay our Company's efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue, at a price and manner as specified in Chapter VI-A of the SEBI ICDR Regulations. Additionally, the requirement on Promoters or controlling shareholders to

provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of our Net Proceeds, even if such variation is in our interest.

Further, we cannot assure you that our Promoters or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price which may be prescribed by SEBI. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

46. We have entered related party transactions in the past and may continue to do so in the future

We are engaged in various related party transactions, both in the past and in the future. We have entered these transactions on an arms' length basis and in compliance with the Companies Act, 2013, Accounting Standards, and other statutory requirements, we cannot guarantee that we will continue to receive similar terms in the future. Additionally, such transactions could potentially involve conflicts of interest, which may arise even though no conflicts have occurred with our equity shareholders to date. Although we have conducted these transactions with due diligence, there is no assurance that these transactions could not have been more favorable had they been conducted with unrelated parties. Further, we cannot guarantee that the continued engagement in related party transactions will not have any adverse effects on our business or financial results. Potential conflicts of interest could emerge, and any such transactions, whether individually or collectively, could impact on our financial position or operations.

(Amount in lakhs)

Nature of Transactions	Relationship	For the year ended 31.03.2026	% of Revenue From Operation	For the year ended 31.03.2025	% of Revenue From Operation
Salary & Remuneration Due					
Vinita Vinit Saraogi	Relative of Key Managerial Personnel	3.70	0.04%	4.03	0.06%
Bippinkumar Vijay Saraogi	Managing Director	14.50	0.18%	9.00	0.13%
Sweta Bippinkumar Saraogi	Whole Time Director	14.50	0.18%	9.00	0.13%
Vinit Saraogi	Relative of Key Managerial Personnel	9.00	0.11%	9.00	0.13%
Vijay Kumar Sarogi	Relative of Key Managerial Personnel	2.00	0.02%	-	0.00%
Madhvi Govindprasad Sharma	Director	6.00	0.07%	5.50	0.08%
Sanket Gandhi	Chief Financial Officer from 20-08-2025	4.04	0.05%	-	0.00%
Vandana Mahesh Chandak	Company Secretary & Compliance Officer	0.00	0.00%	0.25	0.00%
Salary & Remuneration Paid					
Vinita Vinit Saraogi	Relative of Key Managerial Personnel	9.70	0.12%	4.03	0.06%

Bippinkumar Vijay Saraogi	Managing Director	16.05	0.19%	9.00	0.13%
Sweta Bippinkumar Saraogi	Whole Time Director	14.17	0.17%	9.00	0.13%
Vinit Saraogi	Relative of Key Managerial Personnel	9.10	0.11%	9.00	0.13%
Vijay Kumar Sarogi	Relative of Key Managerial Personnel	4.07	0.05%	-	0.00%
Madhvi Govindprasad Sharma	Director	10.54	0.13%	5.50	0.08%
Sanket Gandhi	Chief Financial Officer from 20-08-2025	1.54	0.02%	-	0.00%
Loan Taken					
Sweta Bippinkumar Saraogi	Whole Time Director	345.06	4.17%	212.5	3.02%
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)	Relative of Key Managerial Personnel	-	0.00%	104.64	1.49%
Mridula Sanjay Goenka	Relative of Key Managerial Personnel	-	0.00%	-	0.00%
Truelines	Entity of Relative of Key Managerial Personnel	64.38	0.78%	-	0.00%
Vijay Kumar Sarogi	Relative of Key Managerial Personnel	1.22	0.01%	-	0.00%
Loan Repaid					
Sweta Bippinkumar Saraogi	Whole Time Director	345.06	4.17%	212.5	3.02%
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)	Relative of Key Managerial Personnel	-	0.00%	104.64	1.49%
Mridula Sanjay Goenka	Relative of Key Managerial Personnel	-	0.00%	-	0.00%
Truelines	Entity of Relative of Key Managerial Personnel	64.38	0.78%	-	0.00%
Vijay Kumar Sarogi	Relative of Key Managerial Personnel	1.22	0.01%	-	0.00%
Advances Given					
Vinit Saraogi	Relative of Key	-	-	-	-

	Managerial Personnel				
Vinita Vinit Saraogi	Relative of Key Managerial Personnel	-	-	-	-
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)	Relative of Key Managerial Personnel	-	-	-	-
Advances Refunded					
Vinit Saraogi	Relative of Key Managerial Personnel	-	-	-	-
Vinita Vinit Saraogi	Relative of Key Managerial Personnel	-	-	-	-
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)	Relative of Key Managerial Personnel	-	-	-	-
Sales (Inclusive of GST)					
Eco Shine	Entity of Relative of Key Managerial Personnel	-	0.00%	-	0.00%
Shree Shyam Shine	Entity of Relative of Key Managerial Personnel	-	0.00%	0.19	0.00%
Shree Salasar Shine	Entity of Relative of Key Managerial Personnel	-	0.00%	-	0.00%
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)	Relative of Key Managerial Personnel	51.27	0.62%	2.67	0.04%
Good Times	Entity of Relative of Key Managerial Personnel	0.49	0.59%	48.96	0.70%
Purchase of Goods (Inclusive of GST)					
Eco Shine	Entity of Relative of Key Managerial Personnel	-	-	34.76	0.49%
Truelines	Entity of Relative of Key Managerial Personnel	-	-	103.65	1.47%
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)	Relative of Key	-	-	2.67	0.04%

	Managerial Personnel				
Good Times	Entity of Relative of Key Managerial Personnel	178.77	2.16%	124.69	0.49%
B. Outstanding Balances with Related Parties at end of the year		**As At 31 March, 2026**		**As At 31 March, 2025**	
1. Unsecured Loan					
Sweta Bippinkumar Saraogi		-	0.00%	-	-
Vinit Saraogi		-	0.00%	-	-
Modern Enterprises (Proprietorship of Govind Prasad Ramhari Sharma)		-	0.00%	-	-
2. Outstanding Salary & Remuneration					
Vinita Vinit Saraogi		0.25	0.00%	-	-
Sweta Bippinkumar Saraogi		0.33	0.00%	-	-
Sanket Gandhi		2.50	0.03%	-	-
Vandana Mahesh Chandak		-	0.00%	-	-
3. Advance Salary					
Vinit Saraogi		0.10	0.00%	1.01	0.01%
Vijay Saraogi		2.07	0.03%	-	-
Bippinkumar Saraogi		1.55	0.02%	-	-
Vinita Saraogi		-	-	2.35	0.03%
4. Trade Receivable					
Eco Shine				-	-
Shree Shyam Shine		28.97	0.35%	-	-
Shree Salasar Shine		2.56	0.03%	-	-
Truelines		-	0.00%	-	-
Govind Prasad Ramhari Sharma		-	-	10.20	0.15%
Good Times		-	-	20.95	0.30%

47. We may be subject to claims of intellectual property infringement, misappropriation, or violation of third-party rights in connection with products, brands, or content on our platforms.

The Company's business involves sourcing and distributing products from multiple vendors, as well as developing proprietary brands through its subsidiary. While we take steps to ensure compliance, we may face complaints or legal notices from third parties alleging that certain products sold through our platforms or listed under our brands infringe upon their intellectual property rights. Such allegations may relate to product design, packaging, trademarks, marketing material, or advertising content. These disputes may arise whether or not we were directly involved in the design or manufacture of the products, given our reliance on third-party suppliers.

In addition, our marketing activities involve the use of brand-related content, product descriptions, and promotional materials provided by manufacturers or created by our internal teams. Any inadvertent similarity in design, imagery, or claims may expose us to accusations of trademark infringement, copyright violation, or unfair competition. Further, content uploaded or shared on our social media channels and websites could, in certain cases, result in allegations of defamation, invasion of privacy, or other violations of third-party rights. Although we have not experienced any such claims in the past, there can be no assurance that they will not occur in the

future.

If we are required to defend against intellectual property claims, whether or not they have merit, we may incur significant legal fees, settlement payments, or damages. We may also be required to cease selling certain products, change our marketing processes, or obtain licenses, which may not always be available on reasonable terms or at all. In some cases, we may need to redesign packaging or rebrand products, leading to additional costs and disruption. Beyond financial consequences, intellectual property disputes can divert management attention and harm our reputation with customers and suppliers. Collectively, these risks could materially affect our business, financial condition, and results of operations.

48. Our business model relies on sustained consumer appetite for trending products, and customer fatigue or trend saturation could materially reduce demand and undermine our growth strategy.

Our business model is premised on the ability to anticipate consumer interest in trending products and to monetise them quickly by being an early entrant in the market. This strategy depends not only on our product discovery capabilities but also on sustained consumer willingness to experiment with new offerings. However, if customers begin to exhibit fatigue toward frequent product launches or if the market becomes saturated with similar offerings from multiple sellers, overall demand may decline sharply. In such circumstances, even products introduced early may fail to achieve meaningful traction, thereby reducing our ability to monetise trends effectively.

Trend saturation also increases competitive pressures. When multiple sellers launch similar products simultaneously, customers may gravitate toward better-capitalised competitors offering deeper discounts, faster delivery, or stronger brand equity. This could force us to reduce prices to remain competitive, adversely affecting margins. Over time, if consumer perception shifts to viewing trend-based products as disposable or of limited value, our differentiation strategy could weaken, impairing our ability to build sustainable brand equity.

Moreover, customer fatigue with constant digital marketing campaigns, particularly through social media and aggregator platforms, may reduce engagement levels and increase advertising costs. If customers increasingly prefer established, trusted brands over trend-driven offerings, our model of rapid product rotation may face structural limitations. Although we have not experienced severe trend saturation or customer fatigue to date, we cannot assure you that such risks will not materialise in the future. If these developments occur, they may materially reduce our revenues, limit scalability, and affect the long-term sustainability of our business model.

49. Our reliance on algorithms, analytics, and digital platforms for product discovery and visibility exposes us to risks of systemic change, reduced competitiveness, and loss of sales momentum.

We rely extensively on digital tools such as Google Trends, marketplace analytics, and social media monitoring to identify products with commercial potential. These tools, as well as aggregator platforms like Naaptol, use algorithms and ranking mechanisms that influence consumer visibility. Any reduction in access to analytics, modification of algorithms, or prioritisation of in-house brands by such platforms may restrict our ability to identify, list, and scale new products profitably. Changes to advertising economics, such as higher costs for sponsored listings, may also increase customer acquisition costs and reduce margins.

Our dependence on aggregator platforms for sales amplifies this risk, since visibility is heavily influenced by ratings, return ratios, and platform-driven search rankings. A decline in ratings or a surge in returns may materially reduce product placements, requiring disproportionate marketing spend to regain visibility. We also rely on stable internet connectivity and digital systems to run our warehousing and order fulfilment processes. Disruptions in these systems, even temporarily, may delay order processing, reduce efficiency, and impair customer satisfaction.

Moreover, our reliance on algorithms exposes us to risks that are outside our direct control. For example, if regulators impose new restrictions on data usage or if platforms adopt stricter data privacy norms, our ability to conduct precise product discovery and targeted marketing may diminish. Although we have not yet experienced adverse disruptions of this kind, there can be no assurance that such changes will not occur in the future. Any such developments could reduce sales momentum, weaken competitiveness, and impair long-term scalability.

50. Our reputation and customer trust could be materially harmed if products sold through our platforms are found to be unsafe, defective, or of poor quality.

As a company that sources products from third-party suppliers and markets white-labelled brands through our subsidiary, we are exposed to reputational risks if such products are later found to be unsafe, defective, or harmful. Since we do not manufacture products ourselves, we rely on suppliers' compliance with applicable quality and safety standards. Any lapses by these suppliers, whether deliberate or inadvertent, may result in negative consumer experiences, product returns, or even regulatory scrutiny.

In today's environment, where social media enables rapid dissemination of information, even isolated incidents

can escalate into reputational crises. A defective or harmful product could trigger widespread backlash, reduce trust not only in the affected brand but across all our offerings, and discourage customers from purchasing our products in the future. Negative publicity may also result in aggregator platforms imposing penalties, restricting listings, or suspending accounts. Such actions could materially affect revenues and visibility.

51. Our success is significantly dependent on the judgment and involvement of our promoters and key personnel, and any loss of their services may materially affect our business.

Our ability to identify, source, and monetise trending products depends substantially on the experience, intuition, and judgment of our promoters and senior management. The entrepreneurial insight of our leadership is central to recognising market opportunities early, negotiating with suppliers, and shaping our overall business strategy. If these individuals are unable to devote sufficient time and attention to our business, whether due to competing priorities, illness, or other reasons, our capacity to identify profitable trends may weaken.

Further, our future success depends on our ability to attract, retain, and motivate qualified managerial, operational, and technical personnel. The e-commerce industry is highly competitive for talent, and the loss of key employees may disrupt continuity and decision-making. In a business model like ours, where agility and early execution are critical, any delay in strategic decisions could result in missed opportunities and competitive disadvantage.

Although we have not faced the loss of key leadership or significant management turnover to date, there can be no assurance that such events will not occur in the future. If we are unable to retain our promoters or senior management, or if they are unable to contribute effectively, our business operations, growth strategy, and investor confidence may be materially and adversely affected.

52. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on exchange in a timely manner or at all

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on exchange. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

RISKS RELATING TO RIGHTS ISSUE

53. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncee(s) may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see "Terms of the Issue" on page 79 of this Draft Letter of Offer.

54. SEBI has recently, by way of a Master Circular streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Draft Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Master Circular and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. Further, while in accordance with the SEBI Master Circular, the credit of Rights Entitlements shall be made into the demat accounts of the Eligible Equity Shareholders as on the Record Date, such Eligible Equity Shareholders shall participate in the Issue only in accordance with the applicable laws in their respective jurisdictions. For details, see "Terms of the Issue" beginning on page 79 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior

to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) demat escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned / reversed / failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

55. The Equity Shares may experience price and volume fluctuations or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares may fluctuate after this Issue as a result of several factors, including volatility in the Indian and global securities markets, the results of our operations, the performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalization and deregulation policies, inclusion or exclusion of our Company in indices, significant developments in India's fiscal regulations and any other political or economic factors. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Further, the price at which the Equity Shares are initially traded may not correspond to the prices at which the Equity Shares will trade in the market subsequently. General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also affect the price of the Rights Equity Shares. In particular, the stock market as a whole recently experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

EXTERNAL RISK FACTORS

Industry Related Risks:

56. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price:

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

57. Any changes in the regulatory framework could adversely affect our operations and growth prospects:

Our Company is subject to various regulations and policies. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

58. Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change.

The Government of India may implement new laws or other regulations that could affect the manufacturing industry or the sectors we serve, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations. Any such changes and the related uncertainties with respect to the implementation or change in the legal framework may have a material adverse effect on our business, financial condition and results of operations.

59. Malpractices by some players in the industry affect overall performance of emerging Companies

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like us as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

Other Risks:

60. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance:

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

Presently, our 100% Revenue is derived from business in India and a decrease in economic growth in India could materially affect and cause our business to suffer.

We derive 100% of our revenue from our operations in India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

61. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop:

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Beeline Broking Limited as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

62. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations:

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include income tax and GST and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

63. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations.

64. Unforeseen natural disasters or man-made incidents may disrupt operations, damage infrastructure, or lead to inventory losses. Such events could hinder the company's operations, increase costs, result in financial and operational setbacks, and potentially erode investor confidence.

Our manufacturing facility is subject to a range of operational risks, including equipment breakdowns, interruptions in power supply, shortages or delays in the availability of raw materials, performance inefficiencies, and exposure to natural disasters. Additionally, we face risks such as technological obsolescence, labour disputes (including strikes and lockouts), severe weather events, industrial accidents, and the ongoing need to comply with evolving industry standards and government regulations. Although we have not experienced any major loss or shutdown of operations due to these factors in the past, there can be no assurance that such disruptions will not occur in the future. Any such incidents may significantly impair our operational performance and adversely affect our business continuity, financial condition, and overall results of operations.

Our operations are also dependent on manpower, and any shortage of workers, decline in productivity, or disruptions such as strikes, work stoppages, or labour disputes could adversely affect our production, cash flows, and overall operational performance. Additionally, we are subject to various labour laws and employee welfare regulations, including those related to wages, working conditions, insurance, and statutory benefits. Any adverse changes in these regulations or non-compliance may increase our operational costs and affect business continuity.

65. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

66. We may not receive final listing and trading approvals from the Stock Exchanges and you will not be able to sell immediately on an Indian Stock Exchange any of the Equity Shares you are allotted in the Offer.

Under the SEBI ICDR Regulations, we are permitted to list the Equity Shares within three working days of the Bid / Offer Closing Date. Consequently, the Equity Shares you purchase in the Offer may not be credited to your dematerialized electronic account with Depository Participants until approximately three working days after the Bid / Offer Closing Date. You can start trading in the Equity Shares only after they have been credited to your dematerialized electronic account and final listing and trading approvals are received from the Stock Exchanges.

Further, there can be no assurance that the Equity Shares allocated to you will be credited to your dematerialized electronic account, or that trading in the Equity Shares will commence within the specified time periods. In addition, pursuant to India regulations, certain actions are required to be completed before the Equity Shares can be listed and trading may commence. Investors' book entry or dematerialized electronic accounts with Depository Participants in India are expected to be credited only after the date on which the Offer and allotment is approved by our Board of Directors. There can be no assurance that the Equity Shares allocated to prospective Investors will be credited to their dematerialized electronic accounts, or that trading will commence on time after allotment has been approved by our Board of Directors, or at all.

SECTION III - CONFIRMATIONS

(a) COMPLIANCE WITH THE SEBI LODR REGULATIONS, 2015

Save for the following, our Company is in compliance with the equity Listing Agreement and SEBI Listing Regulations for a period of the last three years immediately preceding the reference date i.e., date of filing of this Draft Letter of Offer:

After the closure of financial year 2025-26, the Company was levied a penalty by NSE Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for delayed submission of financial results. NSE imposed a penalty of ₹20,000, which has been duly paid by the Company.

(b) REDRESSAL OF INVESTOR COMPLAINTS

We have not received any complaints from the investors until the end of the quarter immediately preceding the month of the reference date i.e., the date of filing of this Draft Letter of Offer

(c) IMPACT OF SEBI PROCEEDINGS

No Show-cause notice(s) have been issued by SEBI or the Adjudicating Officer or any Regulator against our Company or our promoters or directors. Further, we confirm that no prosecution proceedings have been initiated by SEBI or any Regulatory Authority.

In view of the same, there is no potential adverse impact on the Company.

(d) SUSPENSION OF TRADING IN EQUITY SHARES OF THE COMPANY

None of the Equity Shares of our Company were suspended from trading as a disciplinary measure during the last three years immediately preceding the reference date i.e., the date of filing of this Draft Letter of Offer.

SECTION IV – INTRODUCTION

THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on November 03, 2026 pursuant to Section 62(1)(a) of the Companies Act, 2013. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by our Board of Directors at its meeting held on [●].

The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by the information detailed in the chapter titled *"Terms of the Issue"* on page 79.

Particulars	**Details of Equity Shares**
Equity Shares proposed to be issued by our Company	Up to [●]* Right Equity Shares of face value of ₹ 10/- each
Rights Entitlement for the Rights Equity Shares	Up to [●] Right Equity Shares of face value of ₹ 10/- for every [●] fully paid-up Equity Share(s) of face value of ₹ 10/- held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any
Record Date	[●]
Face Value per Equity Share	₹10/-
Issue Price per Rights Equity Shares	₹ [●]/- per Equity Share
Issue Size	Upto ₹ 4,000 Lakhs**
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank *pari passu* in all respects with the Equity Shares of our Company
Equity Shares issued, subscribed and paid up prior to the Issue	1,63,83,735 Equity Shares of face value of ₹ 10/- each. For details, see *"Capital Structure"* on page 53
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●] fully paid-up Equity Shares
Security Codes for the Issue	**ISIN**: ISE1J6M01010 **SCRIP Code:** ACETEC
ISIN for Rights Entitlements	[●]
Use of Issue Proceeds	For details, please see *"Objects of the Issue"* on page 55
Terms of the Issue	For details, please see *"Terms of the Issue"* on page 79

**To be updated upon finalisation of the Issue Price.*
***Assuming full subscription in the Issue. Subject to finalization of Basis of Allotment.*

Terms of Payment

Due Date	**Face Value**	**Premium**	**Amount payable per Rights Equity Shares (including premium)**
On the Issue application *(i.e., along with Application Form)*	₹ 10/-	₹ [●]/-	₹ [●]/-

GENERAL INFORMATION

Our Company was originally incorporated as a Limited Liability Partnership under the provisions of the Limited Liability Partnership Act, 2008 pursuant to Certificate of Incorporation issued by Registrar of Companies, Mumbai dated December 04, 2012 with the name "Acetech Ventures LLP" bearing LLPIN- AAD-0110. Subsequently, pursuant a Resolution passed at the meeting of the Designated Partners of Acetech Ventures LLP held on January 30, 2024 the Company was converted into Public Limited Company and the name of our Company was changed to "Acetech Ventures Limited" and a fresh certificate of incorporation consequent to conversion was issued on February 21, 2024 by the Registrar of Companies, Central Registration Centre.

Further, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on September 27, 2024, the name of our Company was changed from "Acetech Ventures Limited" to "Acetech E-Commerce Limited" and a fresh Certificate of Incorporation consequent to name change was issued on November 25, 2024 by the Registrar of Companies, Central Processing Centre bearing Corporate Identification Number L47912MH2024PLC419702.

REGISTERED AND CORPORATE OFFICE OF OUR COMPANY

1234/C/1 to 1234/C/6 Gala,
Bldg B-5 Prithvi complex,
Anjur, Thane, Bhiwandi,
Maharashtra, India, 421302.
Phone: +91- 8076185887
E-mail: info@acetechecommerce.com
Website: https://acetechecommerce.com
CIN: L47912MH2024PLC419702

The table below shows the details of all the office and warehouses of the Company:

Sr. No	Address	Purpose and Type
1.	1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur, Thane, Bhiwandi, Maharashtra, India, 421302	Registered Office & Warehouse
2.	Site No 36, Katha No 306, Temple Valley, Dasanpura Hobli, Bangalore North Taluk, Behind Sri Parshwa Labdhi Jain Temple, Tumkur Road, Bengaluru 562123	Warehouse
3	House No 180 (Old 129) Khasra No 58/12, 3rd Floor, Salempur Majra Street No 5, Vijay Colony Village, Burari Landmark, New Delhi 110084.	Warehouse
4	Office No, 125, 1st Floor, Lodha Suprimus 2, Plot No, F4, F4/1, Road No. 22, Wagle Estate, Thane West, Thane 400604.	Branch Office

CHANGES IN THE REGISTERED OFFICE

There has been no change to our Registered and Corporate Office from the time of Conversion to a Public Limited Company till the date of filing of this DLOF.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Vandana Mahesh Chandak
1234/C/1 to 1234/C/6 Gala,
Bldg B-5 Prithvi complex, Anjur,
Thane, Bhiwandi - 421302, Maharashtra, India.
Tel: +91 86002 95494
Email: cs@acetechecommerce.com
Website: www.acetechecommerce.com

STATUTORY AND PEER REVIEW AUDITOR OF OUR COMPANY

M/S. PDMS AND CO LLP CHARTERED ACCOUNTANTS
Address: 401, 4th Floor, White House Building, S V
Road, Andheri West-400058 Mumbai, Maharashtra India.
Tel. No.: +91 94140 04845/ 82862 55243
Email Id: info@capdms.com
Membership No.: 099065
Peer Review No.: 017305
Firm Registration No: 019621C

BANKER TO THE ISSUE
Kotak Mahindra Bank Limited
Address: Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park
Gen. A.K. Vaidya Marg, Malad-East, Mumbai, Maharashtra India.
Tel. No.: 022-69410754
E-mail ID: cmsipo@kotak.com
Website: www.kotak.com
Contact person: Mr. Vakar Siddiqui
SEBI Regn. No.: INBI00000927
CIN – L65110MH1985PLC038137

REGISTRAR TO THE ISSUE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153/ A, First Floor,
Okhla Industrial Area,
Phase - I, New Delhi – 110020
Tel. No.: +91-11-40450193-97
E-mail ID: ipo@skylinerta.com
Investor Grievance Email: grievances@skylinerta.com
Website: www.skylinerta.com
Contact person: Mr. Anuj Kumar
SEBI Regn. No.: INR000003241
CIN - U74899DL1995PTC071324

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see *"Terms of the Issue"* on page 79.

EXPERTS

Except as stated below, our Company has not obtained any expert opinion:

Our Company has received written consent dated October 28, 2026 from Peer Review and Statutory Auditor namely, P D M S and CO, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this DLOF/ the Letter of Offer as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in respect of its (i) examination report dated June 05, 2026 on our Audited Consolidated Financial Statements; and (ii) its report dated October 28, 2026 on the statement of Special Tax Benefits in this DLOF / the Letter of Offer. The aforementioned consents have not been withdrawn as on the date of this DLOF.

The term "expert" and "consent" does not represent an "expert" or "consent" within the meaning under the U.S. Securities Act.

MONITORING AGENCY

Our Company has appointed [●] as the monitoring agency in accordance with the provisions of SEBI ICDR Regulations.

Name: [●]
Address: [●]
Contact Person: [●]
Email id: [●]
Contact Number: [●]
Website: [●]
SEBI Registration Number: [●]

UNDERWRITING

This Issue is not underwritten.

DEBENTURE TRUSTEE

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

CREDIT RATING

As the Issue is of Equity Shares, there is no credit rating required for the Issue.

FILING

The Draft Letter of Offer has been filed with National Stock Exchange of India Limited (NSE). The Letter of Offer will also be submitted with NSE and the Corporate Finance Department, SEBI, for information and dissemination.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Letter of Offer and the details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed, and paid-up share capital after the Issue is as set forth below:

(₹ in lakhs, except shares data)

	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	2,00,00,000 Equity Shares of ₹ 10.00 each	2,000.00	-
B	**ISSUED, SUBSCRIBED, AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	Issued, Subscribed and Paid-up Share Capital		
	1,63,83,735 Equity Shares of ₹ 10.00 each	1,638.37	-
C	**PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER***		
	Issue of [●] Equity Shares of value of ₹ 10/- each at a premium of ₹ [●]/- per Equity Share	[●]	[●]
D	**ISSUED, SUBSCRIBED, AND PAID-UP SHARE CAPITAL AFTER THE ISSUE#**		
SECURITIES PREMIUM ACCOUNT		***(in ₹ lakhs)***	
Before the Issue		Nil	
After the Issue		[●]	

The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated November 03,2026.
#Assuming full subscription for and allotment of the Rights Entitlement.

NOTES TO CAPITAL STRUCTURE

1. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer;

2. At any given time, there shall be only one denomination of Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

3. As on the date of this Draft Letter of Offer, our Company has not issued any special voting Right Shares and there are no outstanding Equity Shares having special voting rights;

4. The Ex-rights price as referred under clause of (b) of sub-regulation 4 of regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 with the Issue is ₹ [●] (Rupees [●] Only);

5. **Details of outstanding instruments**

   As on the date of this Draft Letter of Offer, our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme. Further, it has not issued any convertible securities which are outstanding as of date of this Draft Letter of Offer.

6. **Details of stock option scheme of our Company:**

   As on the date of this Draft Letter of Offer, our Company does not have a stock option scheme.

7. **Intention and extent of participation by our Promoters and Promoter Group in the Issue:**

   Promoters of our Company, vide their letter(s) dated **November 1, 2026**, have indicated that they do not intend to subscribe to their respective Rights Entitlements and intend to renounce the same in full in favour of third parties, which our Promoters and Promoter Group may identify in due course or may renounce/sell part of their Rights Entitlement in the open market. Therefore, the minimum subscription criteria (of at least 90% of the Issue) as provided in regulation 86(1) of the SEBI ICDR Regulations is applicable to this Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies

received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

In addition, any under-subscribed portion of the Issue may be allotted to specific investor(s) identified by the company. The names of such investor(s), if any, will be disclosed in a public advertisement two days before the Issue Opening Date.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

8. **Details of specified securities acquired by the Promoter and promoter group in the last one year immediately preceding the date of filing of the Letter of Offer with the designated stock exchange in case of a fast track issue and in any other case, the date of filing of the Draft letter of offer with the Board:**

   No shares were acquired by the promoter / promoter group in the last one year immediately preceding the date of filing of the DLOF.

9. **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange in compliance with the SEBI Listing Regulations**

   a) The shareholding pattern of our Company as on March 31, 2026, can be accessed on the website of the NSE at: Corporate Filings Shareholding Patterns - Equity, SME - NSE India

   b) Statement showing shareholding pattern of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on March 31, 2026 can be accessed on the website of the NSE at: Corporate Filings Shareholding Patterns - Equity, SME - NSE India

   c) Statement showing holding of Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of Equity Shares as on March 31, 2026 can be accessed on the website of the NSE at: Corporate Filings Shareholding Patterns - Equity, SME - NSE India

10. **Details of shares locked-in, pledged, encumbrance by promoters and promoter group:**

    As on date of this Draft Letter of Offer, none of the Equity Shares held by our Promoters or the members of our Promoter Group are pledged or otherwise encumbered.

11. **Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital**

    The details of shareholders of our Company holding more than 1% of the issued and paid -up Equity Share capital of our Company, as on March 31, 2026 are available at: Corporate Filings Shareholding Patterns - Equity, SME - NSE India

12. Our Company has not made issuance of equity shares for consideration other than cash in the last one year immediately preceding the date of this Draft Letter of Offer.

OBJECTS OF THE ISSUE

We intend to utilize the gross proceeds raised through the Issue (the "**Gross Proceeds**") after deducting the Issue related expenses ("**Net Proceeds**") for the following objects:

a) Acquisition of equity shares of Unique Cookware (India) Private Limited by way of purchase of 55,44,700 equity shares from its existing shareholders

b) Acquisition of the E-commerce businesses operated under the brand "Zentaro" and "Phoenix Wear" pursuant to an Asset Purchase Agreement

c) Unidentified inorganic acquisitions; and

d) General Corporate Purpose.

(collectively, referred to as the "***Objects***")

The main objects clause and the objects ancillary to the main objects clause of our Memorandum of Association enables us to undertake our existing business activities and the activities proposed to be funded from the Net Proceeds.

ISSUE PROCEEDS

The details of the Issue Proceeds are set forth in the table below:

(₹ in lakhs)

Particulars	**Amount**
Gross Proceeds #	Upto 4,000.00
Less: Issue Expenses*	[●]
Net Proceeds	[●]

 # assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.
**Estimated and subject to change. For further details, see "– Expenses Of The Present Issue" on page 61*

REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in accordance with the details set forth in the following table:

(₹ in lakhs)

Particulars	**Amount**
Acquisition of equity shares of Unique Cookware (India) Private Limited by way of purchase of 55,44,700 equity shares from its existing shareholders	900.00
Acquisition of the E-commerce businesses operated under the brand "Zentaro" and "Phoenix Wear" pursuant to an Asset Purchase Agreement	1,920.00
Unidentified inorganic acquisitions	180.00
General Corporate Purpose*	[●]
Total Net Proceeds from the Issue**	[●]

** The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.*
*** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

MEANS OF FINANCE

The funding requirements mentioned above are based on our Company's internal management estimates and the same have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

Our Company proposes to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in lakhs)

Particulars	Amount proposed to be funded from Net Proceeds	Funds to be Deployed FY 2026-27
Acquisition of equity shares of Unique Cookware (India) Private Limited by way of purchase of 55,44,700 equity shares from its existing shareholders	900.00	900.00
Acquisition of the E-commerce businesses operated under the brand "Zentaro" and "Phoenix Wear" pursuant to an Asset Purchase Agreement	1,920.00	1,920.00
Funding un-Identified Business Expansion opportunities	180.00	180.00
General Corporate Purposes*	[●]	[●]
Total Net Proceeds	[●]	[●]

** The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds*

Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Our Company may also utilize any portion of the Net Proceeds, towards the aforementioned objects of the Issue, ahead of the estimated schedule of deployment specified above. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to any reason, including (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws. This may also entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with the applicable law.

In the event that the estimated utilization of the Net Proceeds in the scheduled fiscal year is not completely met, the same shall be utilized in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

DETAILS OF THE OBJECTS OF THE ISSUE

The details of the Objects of the Issue are set out below:

1. Acquisition of equity shares of Unique Cookware (India) Private Limited by way of purchase of 55,44,700 equity shares from its existing shareholders

We plan to acquire Unique Cookware (India) Private Limited ("UCIPL") CIN : U36999MH2009PTC192506 by acquiring 70% equity shares. UCIPL was incorporated on May 20, 2009 and engaged in the manufacturing and trading of cookware, kitchen appliances, and fabricated metal household products. The Company operates in the consumer durables sector and primarily serves the domestic market through the manufacture and distribution of kitchenware products and has its registered office at Haroon Ranari Chawl, 1st Floor, M.C. Jawle Marg, Dadar West, Mumbai – 400028, Maharashtra.

UCIPL is being acquired primarily for its land and buildings, which include approximately 745 Sq mt of land, with factory shed of 929.36 sq. Mt. After this acquisition UCIPL will become subsidiary of our company.

Our Company, Acetech, has entered into a Share Purchase Agreement dated November 03, 2026, with the shareholders of Unique Cookware (India) Private Limited ("Sellers") and Unique Cookware (India) Private Limited ("UCIPL"), for the acquisition of 70% of the issued, subscribed and paid-up equity share capital of UCIPL, at an aggregate purchase consideration of ₹1,041.00 lakhs. No earnest money or advance payment has been made towards the proposed acquisition. The total purchase consideration shall be paid in accordance with the payment schedule mutually agreed upon by the

parties, partly through the internal resources/accruals of the Company and partly out of the proceeds of the Net Issue. The acquisition shall be undertaken subject to the terms and conditions stipulated in the Shares Purchase Agreement, including fulfilment of the conditions precedent set out therein and completion of applicable legal and regulatory formalities. Upon receipt of the partial payment of ₹900.00 lakhs, the agreed equity shares of UCIPL shall be transferred to the Company, with the balance purchase consideration payable in accordance with the payment schedule mutually agreed upon by the parties.

Basis of the purchase consideration

The purchase consideration for the acquisition of equity shares of Unique Cookware (India) Private Limited ("UCIPL") was mutually agreed upon through negotiations between the Company and the Sellers. The Company has relied upon the valuation report dated October 31, 2026, issued by CA Vasu Aggarwal , an independent Registered Valuer, which values UCIPL at ₹14,87,56,380. The valuer is independent of the Company, the Sellers and their respective affiliates. The purchase consideration for the acquisition of the agreed equity shares of UCIPL has been determined with reference to the aforesaid valuation report and the mutual negotiations between the parties.

Summary of Financial Information of Unique Cookware (India) Private Limited:

(Rs.in lakhs)

Particulars	March 31, 2026 (Audited)	March 31, 2025 (Audited)	March 31,2024 (Audited)
Total Income	4943.87	4186.59	4185.65
Profit after tax	116.81	128.46	61.38
Net worth	2519.72	2,405.90	2,277.43
Long term borrowings	Nil	Nil	Nil
Short term borrowings	1,690.03	680.86	489.20

Statement of Assets and Liabilities of Unique Cookware (India) Private Limited:

(in lakhs)

Particulars	As at March 31, 2026 (Audited)	As at March 31, 2025 (Audited)	As at March 31, 2024 (Audited)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	792.10	467.30	467.30
Reserves and Surplus	1727.62	1,938.60	1,810.13
	2519.72	**2,405.90**	**2,277.43**
Non-current Liabilities			
Other Long-term Liabilities	-	29.49	38.37
	-	**29.49**	**38.37**
Current Liabilities			
Short-term Borrowings	1,690.03	680.86	489.20
Trade Payables			
total outstanding dues of micro and small enterprises	133.69	109.17	16.92
total outstanding dues of creditors other than micro and small enterprises	32.37	8.75	5.01
Other Current Liabilities	48.60	37.02	37.09
Short-term Provisions	86.02	35.86	14.70
	1,990.71	**871.65**	**562.93**
TOTAL	**4,510.44**	**3,307.04**	**2,878.73**
ASSETS			
Non-current Assets			
Property, Plant and Equipment and Intangible Assets			
Property, Plant and Equipment	451.87	457.43	468.01

Intangible Assets	-	-	-
Non-current Investments	3.89	2.71	2.65
Deferred Tax Assets (Net)	38.88	33.58	39.09
Long-term Loans and Advances	-	50.72	45.59
Other Non-current Assets	-	123.25	54.14
	494.64	**667.69**	**609.48**
Current Assets			
Inventories	1,628.03	1,141.63	1,001.47
Trade Receivables	1,381.55	1,164.33	889.81
Cash and Bank Balances	451.57	5.11	7.35
Short-term Loans and Advances	511.84	62.80	139.07
Other Current Assets	42.80	265.48	231.56
	4,015.79	**2,639.35**	**2,269.26**
TOTAL	**4,510.44**	**3,307.04**	**2,878.73**

Shareholding pattern of Unique Cookware (India) Private Limited:

Sr No.	Name of Shareholder	No. of shares	% of holding
1	Pravin Umedmalji Parmar	48,71,800	61.50
2	Jyotsana Pravin Parmar	30,49,200	38.50
	Total	**79,21,000**	**100**

Post acquisition shareholding:

Sr No.	Name of Shareholder	No. of shares	% of holding
1	Pravin Umedmalji Parmar	23,76,300	30.00
2	Acetech E-commerce Limited	55,44,700	70.00
	Total	**79,21,000**	**100**

2. Acquisition of the E-commerce businesses operated under the brand "Zentaro" and "Phoenix Wear"

Our Company has entered into an Asset Purchase Agreement dated July 2, 2026 (the "**APA**") with an unrelated third party (the "**Seller**"), read with an interest waiver letter dated October 13, 2026 issued by the Seller (the "**Interest Waiver Letter**"). Under these, our Company will acquire, on a going concern basis, the direct-to-consumer e-commerce businesses operated under the brands "Zentaro" and "Phoenix Wear" through the Shopify online stores at https://zentaro.nl and https://phoenix-wear.shop (collectively, the "**Business**"). The acquisition includes the goodwill, trademarks and brand assets, domain names, website and digital assets, customer database and relationships, operational know-how and the other assets described below.

The total purchase consideration under the APA is USD 2,075,000 (the "**Purchase Consideration**"). As on [September 30, 2026], our Company has paid USD 155,000 from its internal accruals. The balance of USD 1,920,000 (the "**Balance Consideration**") is payable in a lump sum in accordance with the terms of the APA and the Interest Waiver Letter. Our Company proposes to use up to ₹1,920.00 lakhs from the Net Proceeds to pay the Balance Consideration.

The amount of ₹1,920.00 lakhs is indicative. It has been calculated at an assumed exchange rate of ₹100.00 per USD 1.00. Since the Balance Consideration is in USD, the rupee amount actually paid will depend on the exchange rate on the date of payment.

- **If the rupee cost is higher:** any shortfall from exchange rate movements will be met from our Company's internal accruals.
- **If the rupee cost is lower:** any surplus will be used towards the other Objects or general corporate purposes. The total amount used for general corporate purposes will not exceed 25% of the Gross Proceeds, in compliance with

Regulation 62(2) of the SEBI ICDR Regulations and other applicable law.

The Balance Consideration will be remitted in compliance with the Foreign Exchange Management Act, 1999 and the rules and regulations made under it.

Due to business confidentiality the Seller's name is not disclosed in this Draft Letter of Offer. The Seller is a company incorporated under the laws of Sharjah , UAE. None of our Promoters, Promoter Group members, Directors, Key Managerial Personnel or Group Companies has any interest in, or relationship with, the Seller. The acquisition is not a related party transaction.

Key terms of the acquisition

Particulars	**Details**
Agreement	Asset Purchase Agreement dated July 2, 2026
Purchase consideration	USD 2,075,000
Relationship with the Seller	The Seller is an independent third party. None of our Promoters, Promoter Group members or Group Companies has any interest in or affiliation with the Seller, and the acquisition is not a related party transaction.

Payment schedule and proposed funding

Particulars	**Amount (USD)**	**Status as on October 30, 2026**	**Source of funding**
Amount Paid	155,000	Paid	Internal accruals
Balance Amount Payable	1,920,000	Outstanding	Net Proceeds
Total	**2,075,000**		

The total consideration amounts to USD 2,075,000, out of which USD 155,000 has already been paid from internal accruals. The balance amount of USD 1,920,000 is proposed to be funded entirely from the Net Proceeds.

The outstanding balance of USD 1,920,000 is proposed to be paid out of the Net Proceeds upon receipt thereof, in accordance with the proposed funding plan.

Brief description of the Business

The Business operates direct-to-consumer digital apparel brands serving European and international customers through dedicated Shopify stores. Its product range is catalogue-driven, covering specialty fashion and contemporary men's apparel.

Basis of the purchase consideration

The purchase consideration was agreed through negotiation between our Company and the Seller. Our Company has relied on the valuation report dated June 29, 2026 issued by CS A. Someswara Rao, IBBI Registered Valuer (Registration No. IBBI/RV/02/2019/11544), which values the Business at USD 2,075,000. The valuer is independent of our Company, the Seller and their respective affiliates. The consideration will be allocated among the individual assets acquired in accordance with applicable accounting standards and the valuation report

Assets proposed to be acquired

Under the APA, the Seller will transfer the following to our Company, free of liens, charges and encumbrances, to the extent they exist and are in the Seller's possession or control on the Closing Date:

- **Digital accounts and platform access.** Ownership and admin access of the Shopify stores. Associated marketing and analytics accounts used mainly for the Business (such as Meta Business, Google Ads and Analytics, TikTok Ads and email platforms), where they are owned by the Seller and can be transferred.
- **Domains and web assets.** The domain names and all subdomains, and the website and store content, theme and code as they stand in the live stores at Closing.

- **Brand and intellectual property.** Trade names, logos, brand guidelines, product and marketing images, marketing creative (ads, banners and email templates), editable source design files and website content, to the extent owned by the Seller or transferable by it. Third-party licensed content is excluded unless it can be assigned.
- **Customer and operational data.** Customer email lists, order histories and contact details, email and SMS automation flows, and product reviews. These will be transferred to the extent permitted under applicable data protection laws, including the EU General Data Protection Regulation, and platform policies.
- **Supplier and vendor relationships.** Supplier contacts and existing commercial terms or agreements, to the extent they can be assigned, and otherwise introductions to the suppliers. Also pricing schedules, lead-time documentation and backup supplier contacts.
- **Inventory.** Inventory, if any, as provided in the APA.
- **Operational documentation.** Standard operating procedures, vendor and contractor lists, and customer service scripts and FAQs.

The following are excluded from the acquisition:

- receivables relating to the period up to the Closing Date;
- the Seller's liabilities and obligations up to the Closing Date, including salaries, supplier payments, platform fees and taxes.

Rationale for the acquisition

The acquisition is in line with our Company's strategy to expand into cross-border direct-to-consumer e-commerce. It is expected to:

- give our Company established digital storefronts and brands in the specialty men's apparel segment, with an existing customer base in Europe and international markets;
- widen our Company's product portfolio and geographic reach; and
- allow our Company to apply its e-commerce, technology, digital marketing and fulfilment capabilities to grow the acquired brands.

3. Unidentified inorganic acquisitions / investments towards growth

We propose to deploy the balance Net Proceeds, aggregating to ₹ 180 lakhs towards general corporate purposes and unidentified inorganic acquisition subject to such utilisation not exceeding 35% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. Further, the amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

Strategic acquisitions and investments towards inorganic growth

We believe that we have benefited significantly from the acquisitions undertaken by us in the past. The table below summarizes the key acquisitions that we have undertaken in the past. In the future as well, we may undertake acquisitions from our internal accruals, borrowings, Net Proceeds or any other method as may be permissible under applicable laws:

Year of acquisition	Name of target	Capabilities acquired
April 2026	LumiArt	• Digital Accounts and Platform Access • Domain and web assets • Brand and Intellectual Property • Customer and operational data • Supplier and vendor Relationships • Inventory • Operational Documentation

The amount of Net Proceeds proposed to be deployed for funding inorganic growth through potential acquisitions and strategic initiatives includes utilization of up to ₹ 180 Lakhs over Fiscals 2026 and 2027. This amount is based on our management’s current estimates and budgets, and our Company’s historical acquisitions and strategic investments and partnerships, and other relevant considerations. The actual deployment of funds and the timing of deployment will depend on a number of factors, including the timing, nature, size and number of acquisitions or strategic initiatives proposed, as well as general macro- or micro-economic factors affecting our results of operation, financial condition and access to

capital.

As on the date of this Draft Letter of Offer, we have not identified any specific targets with whom we have entered into any definitive agreements. We may identify and evaluate potential targets for strategic investments, acquisitions and partnerships, based on a number of factors, including: (i) domain expertise and operating experience in markets that we operate in or wish to expand into; (ii) strategic compatibility or synergy with our existing businesses; (iii) additional or enhanced HR solutions in order to expand, diversify and/or improve our offerings; (iv) strengthening our market share in existing markets or establishing presence in new markets (including additional geographical regions); and (v) access to technology infrastructure and capabilities, including ones which supplement or complement our existing infrastructure. Our acquisition strategy is primarily driven by our Board, and typically involves detailed due diligence being undertaken by us on the potential target, and subsequently negotiating and finalizing definitive agreements towards such acquisition. We typically engage external advisors and consultants to assist us in the process of such acquisition, with whom (and with the potential target) we enter into customary non-disclosure agreements.

The above factors will also determine the form of investment for these potential acquisitions or strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. At this stage, our Company cannot determine whether the form of investment will be equity, debt or any other instrument or combination thereof. The portion of the Net Proceeds allocated towards this object of the Offer may not be the total value or cost of any such strategic initiatives but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or debt financing or any combination thereof.

4. General Corporate Purposes

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, and (ii) the cumulative amount to be utilized for general corporate purposes and our object of 'Funding inorganic growth through acquisitions and other strategic initiatives' shall not exceed 35% of the Gross Proceeds, in compliance with SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilize Net Proceeds include strategic initiatives, strengthening of support functions, office expansion, brand building, meeting ongoing general corporate exigencies and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act 2013.The allocation or quantum of authorized of funds towards each of the above purposes will be determined by our Board, based on the business requirements of our Company and other relevant considerations, from time to time. Our Company's management shall have flexibility in authorize surplus amounts, if any.

EXPENSES OF THE PRESENT ISSUE

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

(₹ in lakhs)

Particulars	Expenses*	% in Total Issue of expense	% of Total Issue Size
Fees of the intermediaries (including Advisors to the Issue, Registrar, legal advisors, other professional service providers	[●]	[●]	[●]
Advertising, marketing expenses, shareholder outreach etc.	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Fees payable to regulators, including depositories, Stock Exchange and SEBI	[●]	[●]	[●]
Other expenses (including miscellaneous expenses)	[●]	[●]	[●]
Total estimated Issue expenses**	[●]	[●]	[●]

**Subject to finalisation of Basis of Allotment and actual Allotment.*

***In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or*

excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue. All the figures are exclusive of applicable taxes, if any.

INTERIM USE OF FUNDS

Our Company will have the flexibility to deploy the Net Proceeds towards the Objects outlined above subject to all applicable laws and regulations. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 as may be approved by our Board or Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company or for any investment in equity markets.

INTEREST OF PROMOTERS AND DIRECTORS IN THE OBJECTS OF THE ISSUE

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except as stated above and in the normal course of business and in compliance with applicable.

Our Promoters, our Promoters Group and our Directors do not have any interest in the objects of the Issue.

There are no material existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoter, our Promoter Group, our Directors and our Key Managerial Personnel.

APPRAISAL AND BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loan from any bank or financial institution as on the date of the Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds. Further none of the objects of the Issue for which the Net Proceeds will be utilised have been appraised by any bank or agency.

MONITORING OF UTILIZATION OF FUNDS

Our Company has appointed [●] as the monitoring agency to monitor the utilization of proceeds from the Issue, including the proceeds proposed to be utilised towards general corporate purposes in accordance with Regulation 82 of the SEBI ICDR Regulations. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose the utilization of the Net Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Letter of Offer and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the Statutory Auditor(s) which shall be submitted by our Company with the Monitoring Agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects. This information will also be published on our website.

OTHER CONFIRMATIONS

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue.

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

STRATEGIC OR FINANCIAL PARTNERS

There are no strategic or financial partners to the Objects of the Issue.

KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

Statement of possible special tax benefits available to the Company and its Shareholders

To,
The Board of Directors
Acetech E-commerce Limited
1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur,
Thane, Bhiwandi, Maharashtra, India, 421302
L47912MH2024PLC419702
(referred to as the "Company")

Dear Sir,

Sub: Statement of Possible Special Tax Benefits ("the Statement") available to ACETECH E-COMMERCE LIMITED ("the Company") and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("the Regulations")

We hereby report that this certificate along with the annexure (hereinafter referred to as **"The Statement"**) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('IT Act') (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2024 (i.e. applicable to F.Y. 2025-26 relevant to A.Y. 2026-27) (hereinafter referred to as the "IT Regulations") and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions, which based on business imperatives, which the Company may or may not choose to fulfill or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the Preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company's management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

We do not express any opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits have been/would be met.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

The information provided below sets out the Possible Special Direct Tax & Indirect Tax benefits available to the Company, and its Shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of Equity Shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company, and the Shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, and the Shareholders of the Company may or may not choose to fulfil. Further,

certain tax benefits may be optional, and it would be at the discretion of the Company or the Shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax Laws.

The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own Tax Consultant with respect to the tax implications of an investment in the shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Letter of Offer/ Letter of Offer in connection with the proposed offer of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For M/s. P D M S AND CO LLP
Chartered Accountants
FRN: 019621C

Sd/-
Sachin Pathak
Partner
Membership No.: 099065
UDIN: 26099065UTQNID8664

Date: October 28, 2026
Place: Mumbai

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ACETECH E-COMMERCE LIMITED ("THE COMPANY") AND IT'S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders as per the Income tax Act, 1961 ("IT Act") as amended from time to time and applicable for financial year 2025-26 relevant to assessment year 2026-27 (AY 2026-27) and Indirect Tax Laws as amended from time to time and applicable for financial year 2025-26. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

I. Under the IT Act

1. Special Tax Benefits to the Company

- Lower Corporate Tax rate under Section 115BAA

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) from the Financial Year 2019-20, provided such companies do not avail specified exemptions/incentives (e.g. deduction under Section 10AA, 32(1) (iia), 33ABA, 35(2AB), 80-IA etc.)

The Amendment Act, 2019 also provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02,2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under Section 115JAA dealing with MAT credit.

The Company has exercised the above option.

2. Special Tax Benefits available to Shareholders

There are no Special Tax Benefits available to the Shareholders (other than Resident Corporate Shareholder) of the Company.

NOTES:

- The above statement of Possible Special Tax Benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

- The above statement covers only certain Special Tax Benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

- The above statement of Possible Special Tax Benefits is as per the current Direct Tax Laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

- As the Company has opted for concessional corporate income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions:

    - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
    - Deduction under clause (iia) of sub-section (1) of section 32 (Additional Depreciation)
    - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, Site restoration fund)
    - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section or subsection (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
    - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
    - Deduction under section 35CCD (Expenditure on skill development)
    - Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA, 80LA and 80M;
    - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
    - No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above;

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

II. Under the Indirect Tax Laws

3. Special Indirect Tax Benefits available to the Company

The Company is not entitled to any special tax benefits under indirect tax laws.

4. Special Tax Benefits available to Shareholders

The Shareholders of the Company are not entitled to any Special Tax Benefits under indirect tax laws.

NOTES:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y.2025-26 relevant to A.Y. 2026-27.
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR

PARTICULAR SITUATION.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

For M/s. P D M S AND CO LLP
Chartered Accountants
FRN: 019621C

Sd/-
Sachin Pathak
Partner
Membership No.: 099065
UDIN: 26099065UTQNID8664

Date: October 28, 2026
Place: Mumbai

SECTION V - OUR MANAGEMENT

The Articles of Association require our Board to have at least 3 (Three) Directors and not more than 15 (Fifteen) Directors. Our Board presently comprises of 5 (Five) Directors, comprising of 1 (one) Managing Director, 1 (one) Whole-time director & Chairman, 1 (one) Non-executive Director, and 2 (two) Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI LODR Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

Our Board of Directors

The following table sets forth the details regarding our Board as on the date of this Draft Letter of Offer:

Sr. No.	Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
1	**Mr. Bippinkumar Vijay Saraogi** **DOB:** December 07, 1985 **Age:** 40 Years **Qualification:** Higher Secondary (HSC) **Designation:** Managing Director **Address:** B-6, 604, Mansarovar Dandekarwadi, Bhiwandi, Thane – 421302, Maharashtra, India **Occupation:** Professional **Nationality:** Indian **DIN:** 05320263 **Term:** Appointed as Managing Director of the Company for a period of 5 years w.e.f. March 04, 2025	Appointed as a Managing Director for a period of 5 years w.e.f. March 04, 2025.	**Companies:** Nil **Limited Liability Partnerships:** Nil **Section 8 Company:** TBD Welfare Foundation
2	**Ms. Sweta Bippinkumar Saraogi** **DOB:** January 22, 1987 **Age:** 39 Years **Qualification:** MA, MSC **Designation:** Whole-time Director & Chairman **Address:** Flat no TL3/102, Floor No 1, Soham Tropical Lagoon, Ghodbunder Road, Anand Nagar, Thane West 400615, Maharashtra, India **Occupation:** Professional **Nationality:** Indian **DIN:** 07050186 **Term:** Appointed as Whole-time Director for a term of 5 years w.e.f. August 20, 2025.	Appointed as Executive Director since Conversion from LLP to Public limited company w.e.f. February 21, 2024. Designated as Chairman of the Board w.e.f. June 16, 2025 Change in designation from Executive Director to whole-time Director & Chairman of the Company w.e.f. August 20, 2025.	**Companies:** Conceptive Brains Private Limited **Limited Liability Partnerships:** Nil
3	**Mrs. Madhavi Govindprasad Sharma**	Appointed as Executive Director since Conversion	**Companies:**

	DOB: December 14, 1992 **Age:** 33 Years **Qualification:** Bachelor of Arts (BA) in Psychology and Geography **Designation:** Non-Executive Director **Address:** 229, Dev Ashish Apartment, 3rd Floor, Dhamankar Naka, Telipada, Bhiwandi- 421305, Thane, Maharashtra **Occupation:** Professional **Nationality:** Indian **DIN:** 08428521 **Term:** Liable to retire by rotation.	form LLP to Public limited company i.e. February 21, 2024. Change in designation from Executive Director to Non-Executive Director of the Company w.e.f. March 04, 2025.	Conceptive Brains Private Limited **Limited Liability Partnerships:** Nil
4	**Mrs. Basanti Devi Negi** **DOB:** September 27, 1975 **Age:** 51 Years **Qualification:** Legal Professional (Lawyer) **Designation:** Independent Director **Address:** B-201, Himgiri Co Operative Housing Society, St. Paul School, Malwani, Malad (West), Mumbai- 400095 **Occupation:** Business **Nationality:** Indian **DIN:** 10890237 **Term:** Appointed as Independent Director for a period of five years w.e.f. June 16, 2025 (not liable to retire by rotation)	Appointed as Independent Director w.e.f. June 16, 2025 for a term of Five consecutive years.	**Companies:** Nil **Limited Liability Partnerships:** Nil
5	**Mr. Umesh Mahadeo Mane** **DOB:** January 26, 1991 **Age:** 35 years **Qualification:** MBA **Designation:** Independent Director **Address:** Flat No. B-806, Goodwill Nirmiti, Sr No. 284/5/1. Opp. Sahara City, Off. Porwal Road, Din Parande Road, Lohegaon, Pune, Maharashtra - 411047 **Occupation:** Service **Nationality:** Indian	Appointed as Independent Director w.e.f. June 2, 2026 for a term of Five consecutive years.	**Companies:** Nil **Limited Liability Partnerships:** Nil Kothale Vikas Foundation (NGO)

	DIN: 10896377 **Term:** Appointed as Independent Director w.e.f. June 2, 2026 for a term of Five consecutive years (not liable to retire by rotation)		

Confirmations:

1. Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2 (1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

2. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

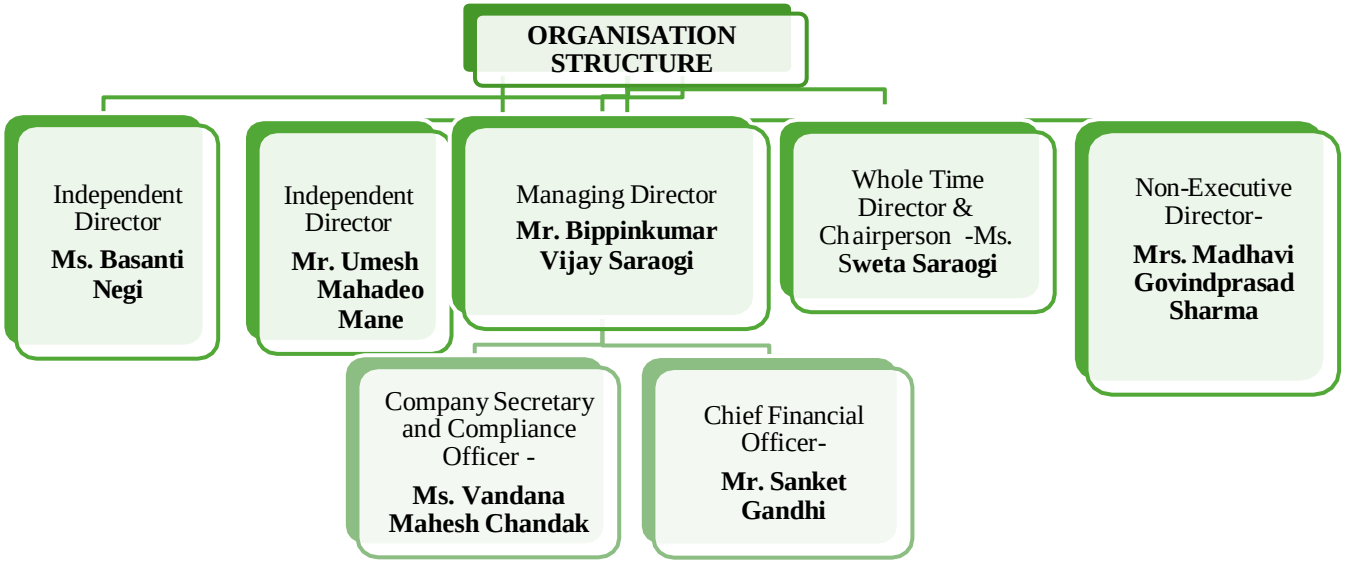
3. None of our Directors have been identified as a wilful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

Details of Key Managerial Personnel

In addition to our directors, whose details have been provided under paragraph above titled 'Our Board of directors', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Letter of Offer:

S No.	Particulars	Designation
Key Managerial Personnel		
1.	Mr. Bippinkumar Vijay Saraogi	Managing Director
2.	Ms. Sweta Bippinkumar Saraogi	Whole time Director
3.	Mr. Sanket Gandhi	Chief Financial Officer
4.	Ms. Vandana Mahesh Chandak	Company Secretary & Compliance Officer

Organisational Structure



SECTION VI - FINANCIAL INFORMATION

FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements of our Company for the financial year ended March 31, 2026, and March 31, 2025, can be accessed on the website of our Company at https://acetechecommerce.com and on the website of NSE (www.nseindia.com).

The following table provides a brief summary of the Audited Consolidated Financial Statements Results for the period ended March 31, 2026 and March 31, 2025.

(Amount in ₹ lakhs, except share data)

Particulars	For the Financial Year Ended on March 31, 2026	For the Financial Year Ended on March 31, 2025
Total Income from Operations	8,277.09	7,041.13
Profit/(Loss) Before Tax and Extraordinary Items	1,390.45	958.12
Profit / (Loss) After Tax and Extraordinary Items	1,027.84	705.04
Equity Share Capital	1,638.37	901.00
Reserves & Surplus	5,347.04	399.35
Net worth	6,985.41	1,300.35
No of Shares (Equity)	1,63,83,735	90,10,000
Basic Earnings per Share (in Rs.)	8.44	108.28
Diluted Earnings per Share (in Rs)	8.44	108.28
Return on Net worth	14.71%	54.22%
Net Asset Value per share (in Rs)	42.64	14.43

Notes

Basic EPS (₹): Net Profit after Tax as per consolidated Statement of Profit and Loss for the year attributable to Equity Shareholders of the Company divided by weighted average number of Equity Shares outstanding during the year.

Diluted EPS (₹): Net Profit after tax as per consolidated Statement of Profit and Loss for the year attributable to Equity Shareholders divided by weighted average number of Equity Shares outstanding during the year as adjusted for effects of dilutive equity shares.

Return on Net Worth (%): Net Profit for the Year (attributable to the Equity Shareholders) divided by Net worth at the end of the year on consolidated basis multiplied by 100.

Net Asset Value Per Share (₹): Net worth at the end of the year on consolidated basis divided by total number of equity shares outstanding at the end of the year.

BASIS / RATIONALE FOR ISSUE PRICE

This information shall be provided in the Letter of Offer to be circulated by the Company to the Eligible Equity Shareholders prior to the opening of the Issue.

SECTION VII – STATUTORY AND OTHER INFORMATION

GOVERNMENT AND OTHER STATUTORY APPROVALS

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For details, see *"Objects of the Issue"* at page 55.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on November 03, 2026 pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act.

This Draft Letter of Offer has been approved by our Board of Directors pursuant to its resolution dated November 03,2026. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors at its meeting held on [●].

The Board of Directors, in its meeting held on [●], has resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders, at ₹[●] per Rights Equity Share (including a premium of ₹[●] per Rights Equity Share) aggregating up to ₹ 4000.00 Lakhs* and the Rights Entitlement as [●], held as on the Record Date. The Issue Price has been arrived at by our Company prior to determination of the Record Date.

**Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment.*

Our Company has received in-principle approvals from NSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue pursuant to their letter dated [●]. Our Company will also make applications to NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular.

Our Company has been allotted the ISIN: [●] for the Rights Entitlements to be credited to the respective demat accounts of Allottees.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, the members of our Promoter Group and our Directors have not been and are not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Further, our Promoter and our Directors are not promoter(s) or director(s) of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of our Directors are associated with the securities market in any manner. Further, there is no outstanding action initiated by SEBI against any of our Directors, who have been associated with the securities market.

Neither our Individual Promoter nor any of our Directors are declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Prohibition by RBI

Neither our Company nor our Promoter or any of our Directors have been categorized or identified or declared as a Wilful Defaulter or Fraudulent Borrower or Fugitive Economic Offender.

Eligibility for the Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchange. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our

Company has made applications to NSE and has received their in-principle approvals through their letter dated [●] for listing of the Rights Equity Shares to be Allotted pursuant to this Issue. NSE is the Designated Stock Exchange for the Issue.

Caution

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer and the Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company, its officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Disclaimer with respect to Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is NSE.

Disclaimer clause of NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. The disclaimer clause as intimated by NSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchange.

Disclaimer Clause of RBI

Not applicable.

No Offer in the United States

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT, OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS. ACCORDINGLY, THE EQUITY SHARES AND THE RIGHTS ENTITLEMENTS REFERRED TO IN THIS DRAFT LETTER OF OFFER ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS" IN RELIANCE ON REGULATION S TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE EQUITY SHARES AND/ OR RIGHTS ENTITLEMENTS IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS AND IN COMPLIANCE WITH THE APPLICABLES LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation or purchase of the Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when

the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under the Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch, only through email, the Letter of Offer, the Application Form and other applicable Issue materials only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States, and is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Equity Shares and/ or the Rights Entitlements is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and is eligible to subscribe for the Equity Shares and/ or the Rights Entitlements under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements. Our Company shall not be bound to issue or allot any Equity Shares and/ or the Rights Entitlements in respect of any such Application Form.

Filing

This Draft Letter of Offer has been filed with the Stock Exchange for their approval. Once the in-principle approval from Stock Exchange are received, the Letter of Offer shall be filed with the Stock Exchange and with the SEBI for information and dissemination at its head office situated at:

SEBI Bhavan
Plot No. C4- A, "G" Block
Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Mechanism for redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with the Listing Agreements and the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular No. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated August 13, 2020 and shall comply with the SEBI circular bearing reference number SEBI/HO/OIAE/CIR/P/2023/156 dated September 20, 2023 and any other circulars issued in this regard. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders' Relationship Committee which meets at least once every year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. Skyline Financial Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with our Company Secretary and Compliance Officer.

The investor complaints received by our Company are generally disposed of within 30 days from the date of receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post- Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip.

The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153/ A, First Floor, Okhla Industrial Area,
Phase - I, New Delhi – 110020
Tel. No.: +91-11-40450193-97
Email id: ipo@skylinerta.com
Investor Grievance Email id: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Mr. Anuj Kumar
SEBI Regn. No.: INR000003241
CIN - U74899DL1995PTC071324

Company Secretary and Compliance Officer

Ms. Vandana Mahesh Chandak is the Company Secretary and Compliance Officer of our Company. Her details are as follows:

Ms. Vandana Mahesh Chandak
Company Secretary and Compliance Officer
1234/C/1 to 1234/C/6 Gala,
Bldg B-5 Prithvi complex,
Anjur, Thane, Bhiwandi - 421302,
Maharashtra, India.
Telephone: +91 86002 95494
Email: cs@acetechecommerce.com
Website: www.acetechecommerce.com

Other Confirmations

Our Company, in accordance with Regulation 79 of the SEBI ICDR Regulations, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person for making an Application.

SECTION VIII – OFFERING INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and Draft the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI ICDR Master Circular and the SEBI Rights Issue Circular, all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.

Investors are requested to note that Application in this Issue can only be made through ASBA or any other mode which may be notified by SEBI.

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents/records confirming the legal and beneficial ownership of the Equity Shares with regard to these cases, at least two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder at least on day before the Issue Closing Date. The identified Eligible Equity Shareholder shall be entitled to subscribe to the Rights Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

OVERVIEW

The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association of our Company, the provisions of Companies Act, the terms and conditions as may be incorporated in the FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the Allotment Advice.

Important:

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/dispatched only to such Eligible Equity Shareholders, who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full.

Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in

any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. The Application Form, the Rights Entitlement Letter and other Issue material will be sent/dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the Letter of Offer will be sent/dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

Investors can also access the Draft Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

a) Our Company at www.acetechecommerce.com

b) The Registrar to the Issue at www.skylinerta.com

c) the Stock Exchange at www.nseindia.com

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit www.skylinerta.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.skylinerta.com entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. www.acetechecommerce.com)

Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. The distribution of the Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with Stock Exchange for seeking in-principle approval and the Letter of Offer will also be filed with SEBI and the Stock Exchanges. Accordingly, Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, such Issue Materials must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or redistributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein that the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see *"- Grounds for Technical Rejection"* on page 87 . Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see *"Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* on page 83.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to the Issue.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

a) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or

b) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

c) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

d) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or

e) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

***Do's for Investors applying through ASBA*:**

a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

c) Ensure that the Applications are submitted to the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

e) Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors applying through ASBA:

a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

c) Do not send your physical Application to the Registrar, the Bankers to the Issue (assuming that such Bankers to the Issue are not SCSB's), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

e) Do not submit Application Form using third party ASBA account.

f) Avoiding applying on the Issue Closing Date due to risk of delay/restriction in making any physical Application.

g) Do not submit Multiple Application Forms.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, Registrar or Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company being Acetech E-Commerce Limited;

2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;

4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;

5. Number of Equity Shares held at Record Date;

6. Allotment option – only dematerialized form;

7. Number of Rights Equity Shares entitled to;

8. Number of Rights Equity Shares applied for within the Rights Entitlements.

9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

10. Total number of Rights Equity Shares applied for;

11. Total amount paid at the rate of ₹[●] per Rights Equity Share;

12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained.

14. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in *"Restrictions on Purchases and Resales – Eligible Investors"* on page 105 ,and shall include the following

*"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States (including its territories and possessions thereof, any State of the United States and the District of Columbia) (the "**United States**"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any State of the United States. I/we understand the Rights Equity Shares and Rights Entitlements referred to in this application are being offered and sold only outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") to existing shareholders and located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in compliance with the applicable laws of such jurisdictions. I/we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/we confirm that I/we (a) am/are not in the United States and am/are eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) am/are complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar to the Issue, nor any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar to the Issue or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" on page 105 .

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com and the Stock Exchange (i.e. www.nseindia.com)

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

(a) The Eligible Equity Shareholders shall visit at www.skylinerta.com to upload their self- attested client master sheet of their demat account and also provide the other details as required, no later than two Clear Working Days prior to the Issue Closing Date;

(b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date; and

(c) The remaining procedure for Application shall be same as set out in the section entitled *"- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* on page 83.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as at the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in *"Basis of Allotment"* on page 73.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares unless regulatory approvals are submitted.

Additional general instructions for Investors in relation to making of an application

a) Please read the Draft Letter of Offer carefully to understand the Application process and applicable settlement process.

b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The

Application Form found incomplete with regards to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under *"Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* on page 83.

d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

e) Applications should not be submitted to the Bankers to the Issue (assuming that such Bankers to the Issue are not SCSBs), our Company or the Registrar.

f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-Tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

h) By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

j) Investors should provide correct DP ID and Client ID/ folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

m) Investors are required to ensure that the number of Rights Equity Shares applied by them do not exceed the prescribed limits under the applicable law.

n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

q) Do not pay the Application Money in cash, by money order, pay order or postal order.

r) Do not submit multiple Applications.

s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

t) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
(c) Sending an Application to our Company, the Registrar, Bankers to the Issue (assuming that such Bankers to the Issue are not SCSBs), to a branch of a SCSB which is not a Designated Branch of the SCSB.
(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
(f) Account holder not signing the Application or declaration mentioned therein.
(g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
(h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
(m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
(p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any

Rights Equity Shares in respect of any such Application Form.

(q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
(r) Application from Investors that are residing in U.S. address as per the depository records [(unless the Application Form is submitted by a person who is both an U.S. QIB and U.S. Qualified Purchaser in the United States)].
(s) Applicants not having the requisite approvals to make Application in the Issue.

Multiple Applications

In case where multiple Applications are made using same demat account in respect of the same set of Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors, and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, please see *"- Procedure for Applications by Mutual Funds"* on page 89.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications may be treated as multiple applications and are liable to be rejected or all the balance shares other than Rights Entitlement will be considered as additional shares applied for, other than multiple applications submitted by any of our Promoter or members of our Promoter Group to meet the minimum subscription requirements, if applicable, to this Issue as described in the section entitled "*Summary of this Draft Letter of Offer – Intention and extent of participation by our Promoters and Promoter Group"* on page 18.

Procedure for Applications by certain categories of Investors

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100% under automatic route).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to, inter-alia, the following conditions:
a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centers where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Circular 2020 has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors, or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Application by Specific Investor

In case of renunciation of Rights Entitlement to Specific Investor by Our Promoter or members of our Promoter Group

Our Promoters or members of our Promoter Group may renounce any portion of their Rights Entitlements to one of more Specific Investor(s) against the under-subscribed portion of the Issue, subject to the disclosure requirements under the SEBI ICDR Regulations. The name of the Specific Investor(s) (i.e. the Renouncee), the name of our Promoter or members of our Promoter Group (i.e. renouncer) and the number of Rights Entitlements renounced in favour of such Specific Investor(s)

shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date.

In case of such renunciation of Rights Entitlement by our Promoter or members of our Promoter Group to any Specific Investor, all rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Specific Investor(s) (i.e. the Renouncee) as well.

The Application by such Specific Investor(s) shall be made on the Issue Opening Date before 11:00 a.m. (Indian Standard Time) and no withdrawal of such Application by the Specific Investor(s) shall be permitted. Our Company undertakes to disclose to the Stock Exchange(s) whether such Specific Investor(s) have made the Application or not, for dissemination on the Issue Opening Date by 11:30 a.m. (Indian Standard Time).

In case of allotment of any undersubscribed portion of the Rights Issue to Specific Investor

Our Company may allot the undersubscribed portion of the Rights Issue to one or more Specific Investor(s) only in the event that the Rights Issue is undersubscribed, and only to the extent of such undersubscribed portion (if any). The names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two two days prior to the Issue Opening Date. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalisation of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in the section entitled *"- Basis of Allotment"* on page 73.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor applying through ASBA facility may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

No withdrawal of the Application by Specific Investor(s) shall be permitted, if such application is made pursuant to renunciation of Rights Entitlement by Our Promoter or members of our Promoter Group in favour of such Specific Investor.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board or a committee thereof reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received/ASBA Accounts of the Investor within one Working Day from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialized form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as at the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (www.skylinerta.com) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (https://www.acetechecommerce.com/)

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialized form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (www.skylinerta.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense account namely, "ACETECH E-COMMERCE LIMITED RIGHTS ISSUE SUSPENSE ESCROW DEMAT ACCOUNT" opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c)

Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

a. On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN: [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialised form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: [●] band indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

b. Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an offmarket transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

V. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

Under the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA

Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer and the Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.

2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.

3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

PAYMENT SCHEDULE OF RIGHTS EQUITY SHARES

Due Date	Amount payable per Rights Equity Shares (including premium)*
On the Issue application (i.e. along with the Application Form)	₹[●]

**To be finalised upon determination of the Issue Price*

The Rights Equity Shares allotted pursuant to the Issue, shall be fully paid up.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialized form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, please see *"Summary of Letter of Offer"* on page 18.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●] the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than [●] ([●]) Equity Shares of face value of ₹10 each as on Record Date shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall, upon being fully paid-up rank *pari-passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the NSE vide their letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active

or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on NSE (Scrip Code: **ACETEC**) under the ISIN: ISIN1J6M01010. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and members of our Promoter Group

For details of the intent and extent of subscription by our Promoter and members of our Promoter Group, please see "*Summary of this Draft Letter of Offer – Intention and extent of participation by our Promoters and Promoter Group"* on page 18.

Rights of Holders of Rights Equity Shares

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

a) The right to receive dividend, if declared;

b) The right to receive surplus on liquidation;

c) The right to receive offers for rights shares and be allotted bonus shares, if announced;

d) The right to free transferability of Rights Equity Shares;

e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and

f) Such other rights may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

VII. GENERAL OFFERING INFORMATION

Market Lot

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is 1200 (One Thousand Two hundred) Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity shares shall be traded in dematerialized form only and the ratio in which Rights equity shares are allotted is [●]; Hence, the marketable lot shall be [●] Equity Shares and hence, no arrangement for disposal of odd lots are required

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant this Issue. However, the Investors should note that pursuant to the provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

Notices

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English and Hindi language national daily newspaper with wide circulation and one Marathi language national daily newspaper with wide circulation (Marathi also being the regional language of Maharashtra State, where our Registered Office is situated).

Further, the Letter of Offer will be sent/dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English and Hindi language national daily newspaper with wide circulation and one Marathi language national daily newspaper with wide circulation (Marathi also being the regional language of Maharashtra State, where our Registered Office is situated).

This Draft Letter of Offer, the Letter of Offer, and the Application Form shall also be submitted with the Stock Exchange for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out there in (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at (www.skylinerta.com). It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. Further, Application Forms will be made available at Registered Office of our Company

for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003, issued by RBI, OCBs have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by email to ipo@skylinerta.com

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALISED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

VIII. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	**[●]**
ISSUE OPENING DATE	**[●]**
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#	**[●]**
ISSUE CLOSING DATE*	**[●]**
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	**[●]**
DATE OF ALLOTMENT (ON OR ABOUT)	**[●]**
DATE OF CREDIT OF RIGHTS EQUITY SHARES (ON OR ABOUT)	**[●]**
DATE OF LISTING (ON OR ABOUT)	**[●]**

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or Right Issue committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [●], to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar i.e., www.skylinerta.com Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e. www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The

link for the same shall also be available on the website of our Company.

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.

b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis, having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board or its Rights Issue Committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis having due regard to the number of Rights Entitlement held by them as on Issue Closing Date and in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

e) Allotment to Specific Investor, if any, as disclosed by our Company before opening of the Issue, or to any other person, as deem fit by our Board, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board or Rights Issue Committee in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid email address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid email address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched,

on a reasonable effort basis, to the Indian addresses provided by them along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialized mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 (Four) days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 (Four) days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such a rate as prescribed under applicable law.

XI. PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise, would be done through any of the following modes.

a) Unblocking amounts blocked using the ASBA facility.

b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition ("**MICR**") code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

c) **National Electronic Fund Transfer ("NEFT")** – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as at a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar, to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

e) **RTGS** – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, a refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.

g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 2 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

a) Tripartite agreement dated January 23, 2025, amongst our Company, NSDL and the Registrar to the Issue; and

b) Tripartite agreement dated February 17, 2025, amongst our Company, CDSL and the Registrar to the Issue.

XIII. INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialized form is as under:

1) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2) It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

3) The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in the Application Form should be the same as registered with the Investor's depository participant.

4) If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

5) The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification. Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

6) Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.

7) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

8) Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

9) Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, and who have not provided the details of their demat accounts to our Company or to the Registrar at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

XIV. IMPERSONATION

Attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –
a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447. Also, any penalty if imposed pursuant to Companies Act, 2013 shall be disclosed"

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where fraud involves an amount less than ₹0.1 crore or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹0.5 crore or with both.

XV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

XVI. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within the time limit specified by SEBI.

3. The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor

within 15 Days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

5. In case of refund/unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

6. No further issue of securities shall be made from the date of filing the Draft Letter of offer with Stock Exchanges till the securities offered through the Letter of Offer are listed or till the application monies are refunded on account of non-listing, under subscription, etc. other than as disclosed in accordance with Regulation 97 of SEBI ICDR Regulations.

7. Adequate arrangements shall be made to collect all ASBA Applications.

8. As on date, our Company does not have any convertible debt instruments.

9. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVII. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1) Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.

2) All enquiries in connection with this Draft Letter of Offer must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed "*Acetech E-Commerce Limited – Rights Issue*" on the envelope and postmarked in India) to the Registrar at the following address:

Skyline Financial Services Private Limited
Telephone: 011-40450193 / 011-40450197
E-mail: ipo@skylinerta.com
Website: www.skylinerta.com
Investor Grievance e-mail: grievances@skylinerta.com
Contact Person: Mr. Anuj Kumar
SEBI Registration No: INR000003241
CIN: U74899DL1995PTC071324

3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar www.skylinerta.com Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 011-40450193 / 011-40450197.

4) The Investors can visit following links for the below-mentioned purposes:

   (a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.skylinerta.com ;
   (b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.skylinerta.com;
   (c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.skylinerta.com;
   (d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: www.skylinerta.com

This Issue will remain open for a minimum seven days. However, our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date and Issue Closing Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly knows as the Department of Industrial Policy and Promotion) ("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 ("**FDI Circular 2017**"), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The Consolidated FDI Policy, issued by the DIPP, consolidates the policy framework in place as on August 27, 2017, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND RESALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Letter of Offer will be filed with the Stock Exchange

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Letter of Offer and its accompanying documents are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit this Letter of Offer into the United States at any time.

Representations, Warranties and Agreements by Purchasers

In addition to the applicable representations, warranties and agreements set forth above, each purchaser, by accepting the delivery of the Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any

Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted, acknowledged and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "purchaser", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
2. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.
3. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.
4. The purchaser acquiring the Rights Equity Shares for one or more managed accounts, represents and warrants that the purchaser has been authorized in writing, by each such managed account to acquire the Rights Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference herein to 'the purchaser' to include such accounts.
5. The purchaser is eligible to invest in India under applicable law, including the FEMA Rules and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India. Further, the purchaser is eligible to invest in and hold the Rights Equity Shares in accordance with the FDI Policy, read along with the press note 3 of 2020 dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules.
6. The purchaser is investing in the Rights Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in the Issue, the purchaser is not in violation of any applicable law, including but not limited to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and the Companies Act, 2013, each as amended and/or substituted from time to time.
7. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with the Stock Exchange and its submission with the SEBI for information and dissemination); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements (except in India) or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.
8. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in the Issue.
9. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.
10. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to us and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and the Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (including any research reports) (other than, with respect to our Company and any information contained in the Letter of Offer); and (v) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

11. Without limiting the generality of the foregoing, the purchaser acknowledges that the Equity Shares are listed on NSE and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of NSE (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent financial results, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes the "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company, any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
12. The purchaser acknowledges that any information that it has received or will receive relating to or in connection with the Issue, and the Rights Entitlements or the Rights Equity Shares, including the Letter of Offer and the Exchange Information, has been prepared solely by our Company.
13. The purchaser acknowledges that no written or oral information relating to the Issue, and the Rights Entitlements or the Rights Equity Shares has been or will be provided by our Company.
14. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, undertakings and agreements and other information contained in the Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under applicable securities laws.
15. The purchaser is aware that the Rights Entitlements and the Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and that the offer of the Rights Entitlements and the offer and sale of the Rights Equity Shares to the purchaser was made in accordance with Regulation S.
16. The purchaser was outside the United States at the time the offer of the Rights Entitlements and Rights Equity Shares was made to it and the purchaser was outside the United States when the purchaser's buy order for the Rights Equity Shares was originated.
17. The purchaser did not accept the Rights Entitlements or subscribe to the Rights Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
18. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If, in the future, the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares: (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.
19. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for, and authorized to consummate the purchase of, the Rights Equity Shares in compliance with all applicable laws and regulations. If the purchaser is outside India: [a]. the purchaser, and each account for which it is acting, satisfies: (i) all suitability standards for investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe, and is subscribing, for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence; and [b] the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
20. Except for the sale of Rights Equity Shares on the Stock Exchange, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.
21. The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Rights Equity Shares. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Rights Equity Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Rights Equity Shares, and is able to sustain a complete loss in connection therewith and it will not look to our Company for all or part of any such loss or losses it may suffer.
22. Each of the aforementioned representations, warranties, acknowledgements and agreements shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Rights Equity Shares. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties, acknowledgements

and agreements set forth above and elsewhere in the Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.

23. The purchaser acknowledges that our Company and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements which are given to our Company, and are irrevocable.
24. The purchaser agrees that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Mumbai, Maharashtra.
25. India shall have sole and exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Letter of Offer and other Issue Materials.

SECTION IX – STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material, and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all working days and will also be available on the website of our Company at www.acetechecommerce.com from the date of the Letter of Offer until the Issue Closing Date.

A. Material Contracts

1. Registrar Agreement dated November 03, 2026 between our Company and the Registrar to the Issue.
2. Banker to the Issue Agreement dated November 03, 2026 entered amongst our Company, the Registrar to the Issue and the Banker to the Issue.
3. Monitoring Agency Agreement dated [●] entered between our Company and the Monitoring Agency.

B. Material Documents in Relation to the Issue

1. Certified true copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation of our Company dated February 21, 2024, issued to our Company by the ROC.
3. Fresh Certificate of Incorporation dated November 25, 2024, issued by Registrar of Companies, Central Registration Centre consequent upon Name Change from Acetech Ventures Limited to Acetech E-Commerce Limited.
4. Copies of Annual Reports of our Company for the Financial Years ended 2026 and 2025.
5. Resolution of our Board of Directors dated November 03, 2026 approving and adopting the Draft Letter of Offer.
6. Resolution of our Board of Directors dated [●] in relation to the terms of the Issue including the Record Date, Issue Price and Rights Entitlement ratio.
7. Consent from its Statutory Auditors, P D M S and CO, Chartered Accountants through their letter dated October 28, 2026 to include their name as required under Section 26(1) of the Companies Act, 2013 in this Draft Letter of Offer and as an "expert" as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Audited Consolidated Financial Statements and the statement of special tax benefits dated October 28, 2026, included in this Draft Letter of Offer / Letter of Offer, and such consent has not been withdrawn as of the date of this Draft Letter of Offer / Letter of Offer.
8. The examination report dated June 05, 2026 of the Statutory Auditor in respect of the Audited Consolidated Financial Statements.
9. Consent of our Directors, Promoters, Company Secretary and Compliance Officer, Chief financial Officer, Statutory and Peer Review Auditor, the Registrar to the Issue, Monitoring Agency, Banker to the Issue/ Refund Bank for inclusion of their names in the Draft Letter of Offer in their respective capacities.
10. Statement of Special Tax Benefits available to our Company and our shareholders dated October 28, 2026 from the Statutory Auditors of our Company included in this Draft Letter of Offer.
11. Asset Purchase Agreement dated July 02, 2026, entered into by the company for Acquisition of the E-commerce businesses operated under the brand "Zentaro" and "Phoenix Wear".
12. Tripartite agreement dated January 23, 2025, amongst our Company, NSDL and the Registrar to the Issue.
13. Tripartite agreement dated February 17, 2025, amongst our Company, CDSL and the Registrar to the Issue.
14. In principle listing approvals dated [●] issued by NSE.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
Mr. Bippinkumar Vijay Saraogi
Managing Director
Place: Mumbai
Date: November 03,2026

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
Ms. Sweta Bippinkumar Saraogi
Whole-time Director
Place: Mumbai
Date: November 03, 2026

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
Ms. Madhavi Govindprasad Sharma
Non Executive Director
Place: Mumbai
Date: November 03, 2026

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
Mrs. Basanti Devi Negi
Independent Director
Place: Mumbai
Date: November 03, 2026

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
Mr. Umesh Mahadeo Mane

Independent Director
Place: Mumbai
Date: November 03, 2026