

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF PACE DIGITEK LIMITED (Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited) HELD ON SATURDAY, FEBRUARY 01, 2025 AT 11:30 A.M (IST) AT ITS REGISTERED OFFICE SITUATED AT PLOT # V 12, INDUSTRIAL ESTATE, KUMBALGODU, BANGALORE MYSORE HIGHWAY, BANGALORE, KARNATAKA, INDIA, 560074.

APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**Companies Act**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**SEBI Listing Regulations**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**Gol**), Securities and Exchange Board of India (**SEBI**) or Reserve Bank of India (**RBI**), Department for Promotion of Industry and Internal Trade (**DPIIT**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **Applicable Laws**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (**Stock Exchanges**), and subject to any approvals from the Gol, the Registrar of Companies, Karnataka at Bangalore (**RoC**), SEBI, RBI, the Department of Economic Affairs, DPIIT, and all other appropriate statutory authorities and departments (**Regulatory Authorities**), and such other approvals, consents, waivers, permissions and sanctions, and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to create, offer, issue and allot equity shares of face value of ₹ 2 each of the Company (**Equity Shares**) up to an aggregate of ₹ 10,000.0 million (**Issue**), at a price to be determined by the Company in consultation with the book running lead manager appointed in respect of the Issue (**BRLM**), by the book building process in terms of the SEBI ICDR Regulations or



otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, which shall include, without limitation, the right to dispose of the unsubscribed portion and any green shoe option of up to a certain number of Equity Shares (**Green Shoe Option**) to such persons who may or may not be the members of the Company as the Board may at its discretion decide in consultation with the BRLM and as may be permissible, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the **Investors**) by way of the Issue in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the net issue to the public may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted



under Applicable Law, including without limitation, eligible employees (**Reservation**) or to provide a discount to the issue price to retail individual bidders or eligible employees (**Discount**); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, including the rules framed thereunder, and subject to such further corporate and other approvals as may be required, the Board or the IPO Committee be and is hereby in-principally authorized, on behalf of the Company, to allot such number of equity shares as may be decided by it, to certain investors, aggregating up to ₹ 2,000.0 million prior to the filing of the Red Herring Prospectus (**RHP**) with ROC, SEBI and Stock Exchanges (**Pre-IPO Placement**), at such price as the Board may, in consultation with the BRLM, determine in light of the then prevailing market conditions in accordance with the Companies Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of equity shares issued under the Pre-IPO Placement subject to the Issue satisfying the minimum Issue size requirements under the Securities Contracts (Regulation) Rules, 1957.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board, in consultation with the BRLM, is hereby authorised to allot Equity Shares and other matters in connection with or incidental to the Issue, including determining the anchor investor (**Anchor**



Investor) portion and allocate such number of Equity Shares to the Anchor Investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Equity Shares pursuant to the Issue, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on the Stock Exchanges.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded or unblocked within such time, as specified by SEBI and in accordance with applicable law and Companies Act, 2013, or the Company shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Issue, transfer of the Equity Shares and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.



RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to make application, file forms, etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution, including but not limited to, filing of the necessary forms with the Registrar of Companies, Karnataka at Bangalore, to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form, execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be; and settling all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority in order to give effect to this resolution."

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director(s) or Company Secretary or Chief Financial Officer of the Company, be forwarded to concerned authorities for necessary actions."

CERTIFIED TRUE COPY

For PACE DIGITEK LIMITED

(Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited)



RAJIV MADDISETTY

WHOLE TIME DIRECTOR, DIN: 08495070

Address: No 09 TUSTI, Amma

School Road, 2nd Stage Ullal Main

Road, Jnana Bharathi, Bangalore- 560056

Date: February 01, 2025

Place: Bangalore



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3 :**

The Company proposes to undertake an Initial Public offering of Equity Shares to offer, allot equity shares of the Company of face value of ₹ 2 (**Equity Shares**) each which shall consist of a fresh issue of Equity Shares up to an aggregate of ₹ 10,000.0 million , on such terms, in such manner, at such time and at such price or prices in consultation with the book running lead managers ("**BRLM**") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares. The proposed offering (**Issue**) shall be through a fresh issue of Equity Shares by the Company.

During the Financial Year, the Company had made following allotments by Private placement:

Sl. No	Date of Allotment	No of shares allotted	Issue Price per share (₹)
1	August 1, 2024	119,050	4,200
2	August 27, 2024	119,050	4,200
3	September 18, 2024	340,926	4,200
4	October 11, 2024	250,000	4,200



Sl. No	Date of Allotment	No of shares allotted	Issue Price per share (₹)
5	January 17, 2025	595,250	840

Material information pertaining to the Issue is as follows:

(i) Issue Price:

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) Objects of the Issue:

The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI and Stock Exchanges in connection with the Issue.

(iii) Intention of Directors/Key managerial personnel to subscribe to the Issue:

The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel of the Company. However, the directors or the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Issue.

(v) Allotment

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Issue and post-Issue shareholding pattern



The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Issue.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the **Companies Act, 2013**), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No.03 of the accompanying notice for the approval of the Members.

None of the directors, key managerial personnel of the Company, or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

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For PACE DIGITEK LIMITED

(Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited)



RAJIV MADDISETTY

WHOLE TIME DIRECTOR, DIN: 08495070



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Road, Jnana Bharathi, Bangalore- 560056

Date: February 01, 2025

Place: Bangalore

