



## Pace Digitek Limited

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

**Regd. Office:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

**T :** +91 80 29547792 / 94 / 95 / 96.

**E :** info@pacedigitek.com

**w :** www.pacedigitek.com

**CIN :** L31909KA2007PLC041949

### PACE DIGITEK LIMITED

*[Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited]*

**CIN:** L31909KA2007PLC041949

**Regd. Office:** Plot # V 12, Industrial Estate, Kumbalgodu, Bangalore Mysore Highway, Bangalore, Karnataka, India, 560074

**E-mail id:** [cs@pacedigitek.com](mailto:cs@pacedigitek.com) **Tel:**080-29547792

**Website:** [www.pacedigitek.com](http://www.pacedigitek.com)

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time]**

VOTING STARTS ON	VOTING ENDS ON
Friday, April 24, 2026 at 9.00 A.M. (IST)	Saturday, May 23, 2026 at 5.00 P.M. (IST)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of **Sections 110, 108** and other applicable provisions, if any, of the **Companies Act, 2013** ('the Act'), read with **Rule 20 and 22** of the **Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2")** issued by the Institute of Company Secretaries of India, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "**MCA Circulars**"), and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs and any other regulatory authorities, to transact the special businesses as set out hereunder by passing an **Ordinary Resolution(s)** by way of postal ballot only by voting through electronic means ('**remote e-Voting**').

An Explanatory Statement pursuant to **Section 102** and other applicable provisions of the Act, pertaining to the resolution(s), setting out the material facts and reasons thereof, is annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice.

In accordance with MCA Circulars, the Company is sending Postal Ballot Notice only by email to all Members who have registered their email addresses with Pace Digitek Limited [*Formerly Known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited*] (“**the Company**”) / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company (‘**RTA**’) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Tuesday, April 21, 2026** (“**Cut-off Date**”). The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

In compliance with the provisions of Sections 110 and 108 of the Act, read with Rules 20 and 22 of the Companies (Management & Administration) Rules and Regulation 44 of the Listing Regulations, MCA Circulars and SS-2, the Company is offering facility of e-Voting to all the Members to enable them to cast their votes electronically, in lieu of submitting postal ballot forms. The instructions for e-Voting are annexed to this Notice.

The Notice is also available on the website of the Company at <https://www.pacedigitek.com>, **National Stock Exchange of India Limited** (“**NSE**”) at [www.nseindia.com](http://www.nseindia.com) and the **BSE Limited** (“**BSE**”) at [www.bseindia.com](http://www.bseindia.com), where the shares of the Company are listed and will be available on the website of **MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited) at <https://instavote.linkintime.co.in/>.

The remote e-Voting period commences on **Friday, April 24, 2026** from **9.00 A.M. (IST)** and ends at **5.00 P.M. (IST)** on **Saturday, May 23, 2026** (both days inclusive). Members are requested to carefully read the instructions while expressing their assent (FOR) or dissent (AGAINST) and cast vote via remote e-Voting by not later than the close of working hours at **5.00 P.M. (IST)** on **Saturday, May 23, 2026** for the below mentioned items:

Sl No	Particulars	Type of Resolution
1.	To approve material related party transactions between M/s. Pace Digitek Limited and <b>M/s. Lineage Power Private Limited.</b>	Ordinary Resolution
2.	To approve material related party transactions between M/s. Pace Digitek Limited and <b>M/s. Pace Ecoplanet Solace Private Limited.</b>	Ordinary Resolution
3.	To approve material related party transactions between M/s. Pace Digitek Limited and <b>M/s. Inso</b>	Ordinary Resolution

	<b>Pace Private Limited.</b>	
4.	To approve material related party transactions between M/s. Pace Digitek Limited and <b>M/s. Pace Renewable Energies Private Limited.</b>	Ordinary Resolution
5.	To approve material related party transactions between M/s. Pace Digitek Limited and <b>M/s. Transgreenx Energy Private Limited.</b>	Ordinary Resolution
6.	To approve material related party transactions between M/s. Pace Digitek Limited and <b>M/s. Lanarsy Infra Limited.</b>	Ordinary Resolution

**SPECIAL BUSINESS:**
**Item No. 1**
**TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN M/S. PACE DIGITEK LIMITED AND M/S. LINEAGE POWER PRIVATE LIMITED.**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to **Regulations 2(1)(zc), 23(4)** and other applicable regulations of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188** and other applicable provisions of the **Companies Act, 2013 (‘Act’)** read with **Rule 15** and other related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with **M/s. Lineage Power Private Limited**, a material unlisted subsidiary company of **M/s. Pace Digitek Limited (‘the Company’)** and accordingly, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Lineage Power Private Limited, for an aggregate value not exceeding **₹ 4325 crore** (Four Thousand Three Hundred and Twenty Five crore only) during Financial Year 2026-27 subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course



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of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary and the Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects.”

### Item No. 2

#### **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN M/S. PACE DIGITEK LIMITED AND M/S. PACE ECOPLANET SOLACE PRIVATE LIMITED.**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to **Regulations 2(1)(zc), 23(4)** and other applicable regulations of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188** and other applicable provisions of the **Companies Act, 2013 ('Act')** read with **Rule 15** and other the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with **M/s.**



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**Pace Ecoplanet Solace Private Limited**, a unlisted subsidiary company of **M/s. Pace Digitek Limited** ('the Company') and accordingly, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Pace Ecoplanet Solace Private Limited, for an aggregate value not exceeding **₹ 1100 crore** (One Thousand One Hundred crore only) during Financial Year 2026-27 subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary and the Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects."

### Item No. 3

#### **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN M/S. PACE DIGITEK LIMITED AND M/S. INSO PACE PRIVATE LIMITED.**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to **Regulations 2(1)(zc), 23(4)** and other applicable regulations of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188** and other applicable provisions of the **Companies Act, 2013 ('Act')** read with **Rule 15** and other related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of



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Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with **M/s. Inso Pace Private Limited**, a unlisted subsidiary company of **M/s. Pace Digitek Limited ('the Company')** and accordingly, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Inso Pace Private Limited, for an aggregate value not exceeding **₹ 910 crore** (Nine Hundred and Ten crore only) during Financial Year 2026-27 subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary and the Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects."

### Item No. 4

#### **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN M/S. PACE DIGITEK LIMITED AND M/S. PACE RENEWABLE ENERGIES PRIVATE LIMITED.**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to **Regulations 2(1)(zc), 23(4)** and other applicable regulations of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**, **Section 188** and other applicable provisions of the



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**Companies Act, 2013 ('Act')** read with **Rule 15** and other related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with **M/s. Pace Renewable Energies Private Limited**, a wholly owned unlisted subsidiary of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Pace Renewable Energies Private Limited, for an aggregate value not exceeding **₹1800 crore** (One Thousand Eight Hundred crore only) during Financial Year 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary and the Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects."

### **Item No. 5**

**TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN M/S. PACE DIGITEK LIMITED AND M/S. TRANSGREENX ENERGY PRIVATE LIMITED.**



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*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to **Regulations 2(1)(zc), 23(4)** and other applicable regulations of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Section 188** and other applicable provisions of the **Companies Act, 2013 (‘Act’)** read with **Rule 15** and other related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with **M/s. Transgreenx Energy Private Limited**, a wholly owned unlisted subsidiary of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Transgreenx Energy Private Limited, for an aggregate value not exceeding **₹ 1100 crore (One Thousand and One Hundred crore only)** during Financial Year 2026-27, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary and the Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects.”



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### Item No. 6

#### **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN M/S. PACE DIGITEK LIMITED AND M/S. LANARSY INFRA LIMITED.**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to **Regulations 2(1)(zc), 23(4)** and other applicable regulations of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188** and other applicable provisions of the **Companies Act, 2013 (‘Act’)** read with **Rule 15** and other related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended, and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with **M/s. Lanarsy Infra Limited**, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Lanarsy Infra Limited, for an aggregate value not exceeding **₹ 162 crore** (One Hundred and Sixty Two crore only) during Financial Year 2026-27 subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary and the Compliance Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.



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**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects.”

**By the order of the Board of Directors**

**For Pace Digitek Limited**

*[Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited]*

**Sd/-**

**Meghana M P**

**Company Secretary & Compliance Officer**

**Membership No: A42534**

**Place:** Bengaluru

**Date:** April 22, 2026

**Add:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

## NOTES:

1. The Explanatory Statement pursuant to the provisions of **Section 102** and **Section 110** of the Act read with **Rule 22** of the Rules stating material facts and reasons for the proposed Resolutions are annexed hereto and forms part of this Notice.
2. In terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (the “**MCA Circulars**”), this Notice along with the instructions regarding e-Voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., **Tuesday, April 21, 2026**. Members may note that this Notice will also be available on the Company’s website, <https://www.pacedigitek.com/>, on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at <https://instavote.linkintime.co.in> and Stock Exchanges website at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. All the members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal



## Pace Digitek Limited

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

**Regd. Office:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

**T :** +91 80 29547792 / 94 / 95 / 96.

**E :** info@pacedigitek.com

**w :** www.pacedigitek.com

**CIN :** L31909KA2007PLC041949

Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. In compliance with the provisions of **Sections 108** and **110** of the Act and **Rules 20** and **22** of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), **Regulation 44** of the Listing Regulations read **with SEBI Master Circular** and **SS-2**, the Company is pleased to provide voting facility by electronic means (“**e-Voting**”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited (“**MUFG Intime**”) to provide e-Voting facility to its Members.
5. The e-Voting period commences on **Friday, April 24, 2026**, from **9.00 A.M. (IST)** and ends at **5.00 P.M. (IST)** on **Saturday, May 23, 2026**.
6. Pursuant to **Rule 22(5)** of the Companies (Management & Administration) Rules, the Board of Directors of the Company have appointed **Mr. Pramod. S** (ACS No. 36020, CP No. 13335), Practicing Company Secretary, as the scrutinizer (“**Scrutinizer**”) to conduct the Postal Ballot and e-Voting process in a fair and transparent manner.
7. The e-Voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **May 23, 2026**, i.e. the last date specified for receipt of votes through the remote e-voting process.
10. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
11. Members desirous of inspecting the concerned documents referred to in the Notice or Explanatory Statement or the Memorandum or Articles of Association of the Company may send their requests to [cs@pacedigitek.com](mailto:cs@pacedigitek.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.

12. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the Postal Ballot notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited, by writing to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com). Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot. In case of any queries, member may write to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com).

13. Members may download the Notice from the website of the Company at [www.pacedigitek.com](http://www.pacedigitek.com). A copy of the Notice is also available on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

14. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

#### **REMOTE EVOTING INSTRUCTIONS:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.*

#### **Login method for Individual shareholders holding securities in demat mode:**

##### **A: Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - NSDL OTP based login**

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

##### **METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com/> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



**METHOD 3 - NSDL e-Voting website**

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

**B: Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 - CDSL e-Voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - CDSL Easi/ Easiest facility:**

### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

## **C: Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**D: Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

- A. User ID: Enter User ID  
 B. Password: Enter existing Password  
 C. Enter Image Verification (CAPTCHA) Code  
 D. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

**Shareholders not registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

- A. User ID: Enter User ID  
 B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.  
 C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)  
 D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
  - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
  - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 E. Set the password of your choice.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

F. Enter Image Verification (CAPTCHA) Code.

G. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

#### STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

#### **E: Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

##### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

## **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.  
B. Click on “Investor Mapping” tab under the Menu section  
C. Map the Investor with the following details:

- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- 3) ‘Investor PAN’ - Enter your 10-digit PAN.
- 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

## **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

### **F: Corporate Shareholders**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## **METHOD 2 - VOTES UPLOAD**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

## **HELPDESK:**

### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

## Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

## General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.



**Pace Digitek Limited**

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

**Regd. Office:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

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**E :** info@pacedigitek.com

**w :** www.pacedigitek.com

**CIN :** L31909KA2007PLC041949

- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**By the order of the Board of Directors**

**For Pace Digitek Limited**

*[Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited]*

**Sd/-**

**Meghana M P**

**Company Secretary & Compliance Officer**

**Membership No: A42534**

**Place:** Bengaluru

**Date:** April 22, 2026

**Add:** Plot No. V-12, Industrial Estate, Kumbalgodu,  
Mysore Highway, Bangalore - 560 074.



## Pace Digitek Limited

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

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**CIN :** L31909KA2007PLC041949

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 (“Act”)]

The following statement sets out all the material facts relating to the Resolution Nos. 1 to 6 to be passed as mentioned in this Postal Ballot Notice:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm’s length basis.

As per Listing Regulation, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity when the Consolidated Turnover of Listed Entity is upto ₹ 20,000 Crore.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction (‘RPT’) includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Accordingly, Resolution Nos. 1 to 6 are placed for the approval of the Members of the Company.

### Item No 1:

#### Background, details and benefits of the transaction

Lineage Power Private Limited is a material subsidiary of the Company and consequently, a related party. It is involved in the business of manufacturing Battery Energy Storage System (‘BESS’) and passive equipment for telecom tower installation, optical fibre cable laying and solar panels for the solarization of telecom towers over the years.

The proposed related party transactions are beneficial as they improve supply chain reliability, enhance cost efficiency through group synergies, and provide access to in-house expertise and technology. They also support operational flexibility and strengthen capabilities in BESS manufacturing, contributing to long-term growth and value creation. These transactions support the efficient functioning of both the Companies by maintaining an uninterrupted supply of facilities and services in the required quality and quantity. They also contribute to steady revenue generation and enable both companies to effectively meet their respective business needs. Further, the said transactions are aimed at leveraging operational synergies, enhancing

efficiency, and optimizing the integration of business processes and technical capabilities for mutual benefit. To ensure continuity of operations, the Company proposes to enter into similar transactions and/or continue with existing transactions with Lineage Power Private Limited during FY 26-27 for an aggregate value not exceeding ₹ 4325 crore.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms.

The Audit Committee, after reviewing all necessary information, material terms and basis the certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards regarding the said transaction, have granted approval for entering into the RPTs with Lineage Power Private Limited, for an aggregate value not exceeding ₹ 4325 crore during Financial Year 2026-27.

The Audit Committee has noted that the said transaction will be in the ordinary course of business of the Company and at an arm's length basis.

Details of the proposed RPTs between the Company and Lineage Power Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A (1) Basic details of the related party</b>		
1.	Name of the related party	Lineage Power Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	It is involved in the business of manufacturing BESS and passive equipment for telecom tower installation, optical fibre cable laying and solar panels for the solarization of telecom towers.
<b>A (2) Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity (in case of	Lineage Power Private Limited is an unlisted material subsidiary of Pace Digitek Limited in

	transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<p>which the Company holds 79.74% of the equity share capital.</p> <p>Mr. Venugopalrao Maddisetty and Ms. Padma Maddisetty each holds 10.13% of shares in Lineage Power Private Limited respectively.</p> <p>Mr. Venugopalrao Maddisetty, Mrs. Padma Maddisetty and Mr. Rajiv Maddisetty are the Directors in Lineage Power Private Limited.</p>															
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Pace Digitek Limited holds a direct equity stake of 79.74% in Lineage Power Private Limited.															
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	No															
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil															
<b>A (3) Details of previous transactions with the related party</b>																	
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<p>Details of the transactions are:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for FY 24-25*</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>2.75</td> </tr> <tr> <td>2.</td> <td>Management Consultancy</td> <td>9.8</td> </tr> <tr> <td>3.</td> <td>Payments made on behalf of</td> <td>75.92</td> </tr> <tr> <td>4.</td> <td>Interest Income on Corporate Guarantee</td> <td>1.2</td> </tr> </tbody> </table>	Sl. No	Nature of Transactions for FY 24-25*	Amount (₹ in crore)	1.	Sale of products/services	2.75	2.	Management Consultancy	9.8	3.	Payments made on behalf of	75.92	4.	Interest Income on Corporate Guarantee	1.2
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		5.	Interest Expense on Corporate Guarantee	1.13
		6.	Balance Written Off	2.88
		7.	Engineering, Procurement and Construction Project Expenses	460.04
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Details of the transactions are:		
		<b>Sl. No</b>	<b>Nature of Transactions for FY 24-25*</b>	<b>Amount (₹ in crore)</b>
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		7.	Engineering, Procurement and Construction Project Expenses	460.04
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No		
<b>A (4) Amount of the proposed transactions (All types of transactions taken together)</b>				
1.	Amount of the proposed	Details of the proposed transactions of Pace		

	transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Digitek Limited with Lineage Power Private Limited: <table border="1" data-bbox="805 465 1385 1491"> <thead> <tr> <th data-bbox="805 465 879 633">Sl. No</th> <th data-bbox="879 465 1161 633">Nature of Proposed Transactions for FY 26-27</th> <th data-bbox="1161 465 1385 633">Amount not exceeding (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td data-bbox="805 633 879 723">1.</td> <td data-bbox="879 633 1161 723">Sale of products/services</td> <td data-bbox="1161 633 1385 723">100</td> </tr> <tr> <td data-bbox="805 723 879 813">2.</td> <td data-bbox="879 723 1161 813">Purchase of products/services</td> <td data-bbox="1161 723 1385 813">4,000</td> </tr> <tr> <td data-bbox="805 813 879 902">3.</td> <td data-bbox="879 813 1161 902">Management Consultancy</td> <td data-bbox="1161 813 1385 902">60</td> </tr> <tr> <td data-bbox="805 902 879 992">4.</td> <td data-bbox="879 902 1161 992">Inter Corporate Loans</td> <td data-bbox="1161 902 1385 992">60</td> </tr> <tr> <td data-bbox="805 992 879 1081">5.</td> <td data-bbox="879 992 1161 1081">Payments made on behalf of</td> <td data-bbox="1161 992 1385 1081">60</td> </tr> <tr> <td data-bbox="805 1081 879 1193">6.</td> <td data-bbox="879 1081 1161 1193">Interest Income on Corporate Guarantee</td> <td data-bbox="1161 1081 1385 1193">5</td> </tr> <tr> <td data-bbox="805 1193 879 1305">7.</td> <td data-bbox="879 1193 1161 1305">Interest Expense on Corporate Guarantee</td> <td data-bbox="1161 1193 1385 1305">15</td> </tr> <tr> <td data-bbox="805 1305 879 1361">8.</td> <td data-bbox="879 1305 1161 1361">Rental Income</td> <td data-bbox="1161 1305 1385 1361">15</td> </tr> <tr> <td data-bbox="805 1361 879 1451">9.</td> <td data-bbox="879 1361 1161 1451">Rental Income- Plant &amp; Machinery</td> <td data-bbox="1161 1361 1385 1451">10</td> </tr> <tr> <td colspan="2" data-bbox="805 1451 1385 1491" style="text-align: right;"><b>Total</b></td> <td data-bbox="1161 1451 1385 1491"><b>4,325</b></td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	100	2.	Purchase of products/services	4,000	3.	Management Consultancy	60	4.	Inter Corporate Loans	60	5.	Payments made on behalf of	60	6.	Interest Income on Corporate Guarantee	5	7.	Interest Expense on Corporate Guarantee	15	8.	Rental Income	15	9.	Rental Income- Plant & Machinery	10	<b>Total</b>		<b>4,325</b>
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<b>Total</b>		<b>4,325</b>																																	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																																	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding	177.34% of the annual consolidated turnover of Pace Digitek Limited for the FY 2024-25*.																																	

	financial year.															
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	<p>The requirement to disclose the value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover is applicable only in cases where Pace Digitek Limited is not a party to the transaction.</p> <p>In the present case, as the Pace Digitek Limited is directly a party to the transaction, the said requirement is not applicable.</p>														
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	688.12% of the annual standalone turnover of Lineage Power Private Limited for the FY 2024-25*.														
6.	Financial performance of the related party for the immediately preceding financial year.	<p>Financial Performance for FY 24-25* of Lineage Power Private Limited:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount(₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>628.53</td> </tr> <tr> <td>Profit After Tax</td> <td>60.22</td> </tr> <tr> <td>Net worth</td> <td>157.62</td> </tr> </tbody> </table>	Particulars	Amount(₹ in crore)	Turnover	628.53	Profit After Tax	60.22	Net worth	157.62						
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<b>A (5) Basic details of proposed transactions to be approved</b>																
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>The following are the proposed transactions with Lineage Power Private Limited:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Particulars of Proposed Transactions for FY 26-27</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> </tr> <tr> <td>3.</td> <td>Management Consultancy</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> </tr> <tr> <td>5.</td> <td>Payments made on behalf of</td> </tr> <tr> <td>6.</td> <td>Interest Income on Corporate</td> </tr> </tbody> </table>	Sl. No	Particulars of Proposed Transactions for FY 26-27	1.	Sale of products/services	2.	Purchase of products/services	3.	Management Consultancy	4.	Inter Corporate Loans	5.	Payments made on behalf of	6.	Interest Income on Corporate
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		Guarantee
		7. Interest Expense on Corporate Guarantee
		8. Rental Income
		9. Rental Income- Plant & Machinery
2.	Details of the proposed transaction	<p>The proposed transactions majorly involve</p> <p>(i) Sale of components and products related to the manufacture of Battery Energy Storage System (BESS) solutions.</p> <p>(ii) Purchase of Battery Energy Storage Systems (BESS), including Power Conversion Systems (PCS) and Energy Management Systems (EMS).</p> <p>(iii) Receipt of management support services, including technical and consultancy services.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring nature and approval is for FY 26-27.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Aggregate value of transactions for FY 26-27 shall not exceed ₹ 4325 crore.</p> <p>Approval of the Members is being sought for material RPTs for FY 26-27.</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The proposed Related Party Transactions are in the best interest of the Company as they will enhance supply chain reliability, support strategic backward integration, and enable better cost efficiency through group synergies. These arrangements will also provide access to in-house technology and expertise, improving operational efficiency and serviceability.</p>

		Further, they ensure greater feasibility and flexibility in execution while strengthening the Company's capabilities in manufacturing Battery Energy Storage System (BESS) products, thereby supporting its long-term growth and value creation objectives.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Venugopalrao Maddisetty, Chairman and Managing Director of Pace Digitek Limited is a Director of Lineage Power Private Limited.
	(a) Name of the director / KMP	Ms. Padma Maddisetty and Mr. Rajiv Maddisetty, Whole Time Director of Pace Digitek Limited are the Directors of Lineage Power Private Limited.
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship and / or shareholding in Lineage Power Private Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
<b>Part B: Additional Information</b>		
<b>B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or competitive selection process has been undertaken. Lineage Power Private Limited is a subsidiary within the Pace Digitek Limited's group of companies, and the engagement is based on intra-group strategic alignment and organizational structuring to leverage complementary the established expertise in the manufacturing of Battery Energy Storage Systems (BESS) batteries and related components, including experience in assembly integration, system

		packaging, and quality assurance processes specific to energy storage solutions of the subsidiary.
2.	Basis of determination of price	The price is determined based on the Arm's Length Basis, i.e., the value that would be agreed upon between independent parties under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	
<b>B (2) Loans, inter-corporate deposits or advances (other than trade advances)</b>		
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:	
	Nature of indebtedness	Inter Corporate Loan
	Total cost of borrowing	The loan has been funded out of the internal accruals, and therefore no explicit borrowing cost has been incurred; however, the pricing has been determined considering the opportunity cost of funds in line with the Arm's Length Basis.
	Tenure	One Year, renewable by mutual agreement of the parties.
	Other Details	All relevant information forms a part of this disclosure setting out requisite facts.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The rate of interest at which Pace Digitek Limited and/or its subsidiaries borrow from banks and other lenders is generally around 9.75% per annum.  However, the actual rate may vary depending on various factors and specific terms and conditions negotiated with individual lenders.

4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee.
5.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.
6.	Repayment schedule & terms	The loan shall be payable as per the mutually agreed terms, including tenure, interest, and repayment schedule, aligned with the financial position of the subsidiary.
7.	Whether secured or unsecured.	Unsecured
8.	If secured, the nature of security & security coverage ratio.	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be applied towards the general business requirements of the ultimate beneficiary, as may be determined from time to time.

**Part C: Additional Information for specific type of Material RPT**
**C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter corporate deposits given by the subsidiary**

1.	Latest credit rating of the related party.	Credit Rating of Lineage Power Private Limited as obtained on December 08, 2025 is. <table border="1" data-bbox="805 1534 1388 1870"> <thead> <tr> <th>Rating Agency</th> <th>Crisil Rating Limited</th> </tr> </thead> <tbody> <tr> <td><b>Total Bank Loan Facilities Rated</b></td> <td>Rs. 200 Crore</td> </tr> <tr> <td><b>Long Term Rating</b></td> <td>Crisil A-/Stable (Assigned)</td> </tr> <tr> <td><b>Short Term Rating</b></td> <td>Crisil A2+ (Assigned)</td> </tr> </tbody> </table>	Rating Agency	Crisil Rating Limited	<b>Total Bank Loan Facilities Rated</b>	Rs. 200 Crore	<b>Long Term Rating</b>	Crisil A-/Stable (Assigned)	<b>Short Term Rating</b>	Crisil A2+ (Assigned)
Rating Agency	Crisil Rating Limited									
<b>Total Bank Loan Facilities Rated</b>	Rs. 200 Crore									
<b>Long Term Rating</b>	Crisil A-/Stable (Assigned)									
<b>Short Term Rating</b>	Crisil A2+ (Assigned)									
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any	None								

	other person and value of subsisting default.	
	(a) whether the related party is currently classified as an NPA by any banker;	No
	(b) whether the related party is declared a wilful defaulter by any banker	No
	(c) whether the related party is undergoing or facing insolvency or liquidation proceedings	No
	(d) whether the related party is (if not an MSME) is disqualified under Section 29A of the IBC, 2016	No

\* The audited financial information for FY 25-26 is not available as of the date of this Postal Ballot Notice; accordingly, the audited financial information for FY 24-25 has been considered for the said disclosure purposes.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

## **Item No 2:**

### **Background, details and benefits of the transaction**

Pace Ecoplanet Solace Private Limited is a subsidiary company consequently, a related party established as a Special Purpose Vehicle (SPV) formed for the execution of the project received from Maharashtra State Electricity Generation Company Limited (**MAHAGENCO**). It is involved in the manufacturing, assembling, trading, and dealing in a wide range of energy-

related products and equipment, including batteries, energy storage systems, power generation and conversion devices (such as solar panels, generators, and chargers), along with their components, parts, and accessories, both in India and internationally.

This structure enhances operational efficiency, optimizes resource use, and strengthens execution capabilities, supporting timely and effective project completion. To ensure operational flexibility and better business model, approval of the Members is being sought to enter into material RPT's with Pace Ecoplanet Solace Private Limited during FY 26-27 for an aggregate value not exceeding ₹ 1100 crore.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms.

The Audit Committee, after reviewing all necessary information, material terms and basis the certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards regarding the said transaction, have granted approval for entering into the RPTs Pace Ecoplanet Solace Private Limited, for an aggregate value not exceeding ₹ 1100 crore during Financial Year 2026-27.

The Audit Committee has noted that the said transaction will be in the ordinary course of business of the Company and at an arm's length basis.

Details of the proposed RPTs between the Company and Pace Ecoplanet Solace Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A (1) Basic details of the related party</b>		
1.	Name of the related party	Pace Ecoplanet Solace Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Pace Ecoplanet Solace Private Limited is involved in the business of manufacturing,

		assembling, purchasing, importing, exporting, and otherwise dealing in India and abroad in all types of cells, batteries, energy storage devices, conversion and generation devices, appliances, gadgets, equipment, and products, including power packs, power supplies, generators, solar panels, chargers, and their sub-assemblies, components, parts, and accessories.
<b>A (2) Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Pace Ecoplanet Solace Private Limited is an unlisted subsidiary of Pace Digitek Limited in which the Company holds 60 % of the equity share capital.  Mr. Rajiv Maddisetty is the Director in Pace Ecoplanet Solace Private Limited.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Pace Digitek Limited has a direct equity stake of 60% in Pace Ecoplanet Solace Private Limited.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	No
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil
<b>A (3) Details of previous transactions with the related party</b>		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January, 2026 and no transactions have been undertaken with the entity up to the quarter immediately preceding the quarter in which approval is sought.
2.	Total amount of all the transactions undertaken by	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January, 2026

	the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	and no transactions have been undertaken with the entity up to the quarter immediately preceding the quarter in which approval is sought.																					
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No																					
<b>A (4) Amount of the proposed transactions (All types of transactions taken together)</b>																							
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Details of the proposed transactions of Pace Digitek Limited with Pace Ecoplanet Solace Private Limited: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transaction for FY 26-27</th> <th>Amount not exceeding (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>1,000</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> <td>60</td> </tr> <tr> <td>3.</td> <td>Management Consultancy</td> <td>05</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> <td>30</td> </tr> <tr> <td>5.</td> <td>Reimbursement of LC &amp; BG charges</td> <td>05</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td><b>1,100</b></td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transaction for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	1,000	2.	Purchase of products/services	60	3.	Management Consultancy	05	4.	Inter Corporate Loans	30	5.	Reimbursement of LC & BG charges	05	<b>Total</b>		<b>1,100</b>
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<b>Total</b>		<b>1,100</b>																					
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a	Yes																					

	material RPT?	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	45.10 % of the annual consolidated turnover of Pace Digitek Limited for the FY 2024-25*.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	The requirement to disclose the value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover is applicable only in cases where Pace Digitek Limited is not a party to the transaction.  In the present case, as the Pace Digitek Limited is directly a party to the transaction, the said requirement is not applicable.
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no transactions have been undertaken in the immediately preceding Financial Year.
6.	Financial performance of the related party for the immediately preceding financial year.	Not applicable, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no transactions have been undertaken in the immediately preceding Financial Year.

**A (5) Basic details of proposed transactions to be approved**

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The following are the proposed transactions with Pace Ecoplanet Solace Private Limited:				
		<table border="1"> <thead> <tr> <th>Sl. No</th> <th>Particulars of Proposed Transactions for FY 26-27</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> </tr> </tbody> </table>	Sl. No	Particulars of Proposed Transactions for FY 26-27	1.	Sale of products/services
Sl. No	Particulars of Proposed Transactions for FY 26-27					
1.	Sale of products/services					

		2.	Purchase of products/services
		3.	Management Consultancy
		4.	Inter Corporate Loans
		5.	Reimbursement of LC & BG charges
2.	Details of the proposed transaction	The proposed transactions primarily involves solar EPC (Engineering, Procurement, and Construction) contracts, which form the major portion of the overall business activities compared to other proposed related party transactions.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring nature and approval is for FY 26-27.	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY 26-27 shall not exceed <b>₹ 1100</b> crore.  Approval of the Members is being sought for material RPTs for FY 26-27.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The proposed related party transactions are in the ordinary course of business and are on an arm's length basis and are considered to be in the best interest of the Company.</p> <p>Pace Ecoplanet Solace Private Limited has been constituted as a consortium Special Purpose Vehicle specifically for the purpose of executing the said project.</p> <p>The SPV facilitates effective collaboration and integration of the technical expertise, execution capabilities, and resources of the Company and its group entities.</p>	

		This consortium structure is expected to result in operational efficiencies, optimal utilization of resources, and effective project execution. The synergy between the Company and its group entities is anticipated to enhance execution capabilities and contribute to timely completion of the project, thereby serving the overall interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Rajiv Maddisetty, Whole Time Director of Pace Digitek Limited is the Director of Pace Ecoplanet Solace Private Limited.  His interest or concern or that of their relatives, is limited only to the extent of their holding directorship in Pace Ecoplanet Solace Private Limited.
	(a) Name of the director / KMP	
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
<b>Part B: Additional Information</b>		
<b>B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or competitive selection process has been undertaken. Pace Ecoplanet Solace Private Limited is a consortium Special Purpose Vehicle within the group companies of Pace Digitek Limited, established for execution of the project, and the engagement is based on strategic group structuring and alignment of capabilities for efficient project implementation.

2.	Basis of determination of price	The price is determined based on the Arm's Length Basis, i.e., the value that would be agreed upon between independent parties under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	
<b>B (2) Loans, inter-corporate deposits or advances (other than trade advances)</b>		
1.	Source of funds in connection with the proposed transaction.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:	
	Nature of indebtedness	Inter Corporate Loan
	Total cost of borrowing	The loan has been funded out of the internal accruals, and therefore no explicit borrowing cost has been incurred; however, the pricing has been determined considering the opportunity cost of funds in line with the Arm's Length Basis.
	Tenure	One Year, renewable by mutual agreement of the parties.
	Other Details	All relevant information forms a part of this disclosure setting out requisite facts.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The rate of interest at which the Pace Digitek Limited and/or its subsidiaries borrow from banks and other lenders is generally around 9.75% per annum.  However, the actual rate may vary depending on various factors and specific terms and conditions negotiated with individual lenders.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by

	party.	the Audit Committee.
5.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.
6.	Repayment schedule & terms	The loan shall be payable as per the mutually agreed terms, including tenure, interest, and repayment schedule, aligned with the financial position of the subsidiary.
7.	Whether secured or unsecured.	Unsecured
8.	If secured, the nature of security & security coverage ratio.	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be applied towards the general business requirements of the ultimate beneficiary, as may be determined from time to time.
<b>Part C: Additional Information for specific type of Material RPT</b>		
<b>C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter corporate deposits given by the subsidiary</b>		
1.	Latest credit rating of the related party.	None
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
	(a) whether the related party is currently classified as an NPA by any banker;	No
	(b) whether the related party is declared a wilful defaulter by any banker	No
	(c) whether the related party is undergoing or facing insolvency or liquidation	No

	proceedings	
	(d) whether the related party is (if not an MSME) is disqualified under Section 29A of the IBC, 2016	No

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 2 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 2 of the accompanying Notice to the Members for approval.

### **Item No 3:**

#### **Background, details and benefits of the transaction**

Inso Pace Private Limited is an unlisted subsidiary of the Company and consequently, a related party which has been authorised for the execution of the project received from Karnataka Power Transmission Corporation (**KPTCL**). The company designs, manufactures, and delivers energy-efficient and power management products and systems for clean and renewable energy applications. It also undertakes turnkey projects and provides consultancy, research, testing, training, and related services in the green energy sector. Its activities cover the full project lifecycle, from development and integration to installation and maintenance. This enables end-to-end solutions with improved efficiency, reliability, and performance.

The proposed related party transactions are beneficial to the Company as they support project execution through an EPC contracts, leveraging its integrated capabilities, technical expertise, and backward integration. This enhances efficiency, coordination, and quality control across all project phases. Additionally, backward integration ensures a reliable supply chain, optimizes costs, and reduces dependence on external vendors. Overall, this approach minimizes execution risks and delays, contributing to smooth and timely project completion. To ensure continuity of operations, the Company proposes to enter into similar transactions and/or continue with existing transactions with Inso Pace Private Limited during FY 26-27 for an aggregate value

not exceeding ₹ 910 crore.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms.

The Audit Committee, after reviewing all necessary information, material terms and basis the certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards regarding the said transaction, have granted approval for entering into the RPTs with Inso Pace Private Limited, for an aggregate value not exceeding ₹ 910 crore during Financial Year 2026-27.

The Audit Committee has noted that the said transaction will be in the ordinary course of business of the Company and at an arm's length basis.

Details of the proposed RPTs between the Company and Inso Pace Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A (1) Basic details of the related party</b>		
1.	Name of the related party	Inso Pace Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Inso Pace Private Limited engages in the design, development, manufacture, production, assembly, integration, procurement, sale, distribution, installation, commissioning, operation, maintenance, repair, and servicing of energy-efficient and power management products and systems for clean and renewable energy applications.  The company also undertakes turnkey projects

		and provides consultancy, research, testing, training, and related services in the green energy sector.						
<b>A (2) Relationship and ownership of the related party</b>								
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Inso Pace Private Limited is an unlisted subsidiary of Pace Digitek Limited in which the Company holds 51 % of the equity share capital.  Mr. Venugopalrao Maddisetty and Mrs. Padma Maddisetty are the Directors in Inso Pace Private Limited.						
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Pace Digitek Limited holds a direct equity stake of 51% in Inso Pace Private Limited.						
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	No						
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil						
<b>A (3) Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Details of the transactions are: <table border="1" data-bbox="778 1532 1358 1704"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for FY 24-25*</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Advance Given</td> <td>0.02</td> </tr> </tbody> </table>	Sl. No	Nature of Transactions for FY 24-25*	Amount (₹ in crore)	1.	Advance Given	0.02
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1.	Advance Given	0.02						
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in	Details of the transactions are: <table border="1" data-bbox="778 1753 1358 1926"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for FY 24-25*</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Advance Given</td> <td>0.02</td> </tr> </tbody> </table>	Sl. No	Nature of Transactions for FY 24-25*	Amount (₹ in crore)	1.	Advance Given	0.02
Sl. No	Nature of Transactions for FY 24-25*	Amount (₹ in crore)						
1.	Advance Given	0.02						

	which the approval is sought.																			
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No																		
<b>A (4) Amount of the proposed transactions (All types of transactions taken together)</b>																				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Details of the proposed transactions by Pace Digitek Limited with Inso Pace Private Limited: <table border="1" data-bbox="778 891 1390 1619"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions for FY 26-27</th> <th>Amount not exceeding (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>700</td> </tr> <tr> <td>2.</td> <td>Management Consultancy</td> <td>05</td> </tr> <tr> <td>3.</td> <td>Inter Corporate Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)</td> <td>200</td> </tr> <tr> <td>5.</td> <td>Reimbursement of LC &amp; BG charges</td> <td>05</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td><b>910</b></td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	700	2.	Management Consultancy	05	3.	Inter Corporate Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)	200	5.	Reimbursement of LC & BG charges	05	<b>Total</b>		<b>910</b>
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<b>Total</b>		<b>910</b>																		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																		
3.	Value of the proposed	37.31 % of the annual consolidated turnover of																		

	transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Pace Digitek Limited for the FY 2024-25*.								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	<p>The requirement to disclose the value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover is applicable only in cases where Pace Digitek Limited is not a party to the transaction.</p> <p>In the present case, as the Pace Digitek Limited is directly a party to the transaction, the said requirement is not applicable.</p>								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value of the proposed transactions as a percentage of Inso Pace Private Limited's turnover is not determinable, as Inso Pace Private Limited had no business activity during the relevant period. Accordingly, its turnover is nil.								
6.	Financial performance of the related party for the immediately preceding financial year.	<p>Financial Performance for FY 24-25* of Inso Pace Private Limited:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount(₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>-</td> </tr> <tr> <td>Profit After Tax</td> <td>0.29</td> </tr> <tr> <td>Net worth</td> <td>0.09</td> </tr> </tbody> </table>	Particulars	Amount(₹ in crore)	Turnover	-	Profit After Tax	0.29	Net worth	0.09
Particulars	Amount(₹ in crore)									
Turnover	-									
Profit After Tax	0.29									
Net worth	0.09									
<b>A (5) Basic details of proposed transactions to be approved</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>The following are the proposed transactions with Inso Pace Private Limited:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Particulars of Proposed Transactions for FY 26-27</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> </tr> <tr> <td>2.</td> <td>Management Consultancy</td> </tr> </tbody> </table>	Sl. No	Particulars of Proposed Transactions for FY 26-27	1.	Sale of products/services	2.	Management Consultancy		
Sl. No	Particulars of Proposed Transactions for FY 26-27									
1.	Sale of products/services									
2.	Management Consultancy									

		3. Inter Corporate Loans
		4. Reimbursement of LC & BG charges
2.	Details of the proposed transaction	<p>The proposed transactions primarily relate to standalone Battery Energy Storage System (BESS) projects implemented under a Viability Gap Funding (VGF) framework on a Build, Own, and Operate (BOO) basis.</p> <p>Under this model, the company undertakes the end-to-end responsibility for the design, engineering, procurement, construction, installation, and commissioning of BESS infrastructure.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring nature and approval is for FY 26-27.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Aggregate value of transactions for FY 26-27 shall not exceed <b>₹ 910</b> crore.</p> <p>Approval of the Members is being sought for material RPTs for FY 26-27.</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The proposed Related Party Transactions are in the interest of the Company as they involve execution of the project through an EPC (Engineering, Procurement, and Construction) contract by Inso Pace Private Limited, which possesses established in-house capabilities, including backward integration and strong technical expertise.</p>

		This acts as a leverage to the integrated capabilities, resulting in improved operational efficiency, better coordination across project phases, and enhanced quality control. The backward integration ensures reliable supply chain management, cost optimization, and reduced dependency on external vendors, thereby minimizing execution risks and delays.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>(a) Name of the director / KMP</p> <p>(b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Venugopalrao Maddisetty, Chairman and Managing Director and Ms. Padma Maddisetty, Whole Time Director of Pace Digitek Limited are the Director of Inso Pace Private Limited.</p> <p>Mr. Venugopalrao Maddisetty holds 49% equity shareholding in Inso Pace Private Limited.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship and / or shareholding in Inso Pace Private Limited.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	<p>The said transaction also includes the Implementation of project received from Karnataka Power Transmission Corporation Limited for 500 MW/ 1000 MWh Standalone Battery Energy Storage System in the Selected Sub-Stations of KPTCL, Karnataka, With VGF (State Component) Under Tariff-Based Global Competitive Bidding and On Build, Own, Operate Basis for an amount not exceeding ₹ <b>175 crore.</b></p> <p>All other relevant information forms a part of this disclosure setting out requisite facts.</p>

**Part B: Additional Information**

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods**

or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>No bidding or competitive selection process has been undertaken for the proposed EPC contract, as the related party, Inso Pace Private Limited, is a subsidiary within Pace Digitek Limited's group of companies.</p> <p>The engagement is driven by intra-group strategic alignment and organizational structuring, with a focus on leveraging Inso Pace Private Limited's established in-house execution capabilities, including backward integration and strong technical expertise</p>
2.	Basis of determination of price	The price is determined based on the Arm's Length Basis, i.e., the value that would be agreed upon between independent parties under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	(a) Amount of trade advance	
	(b) Tenure	
	(c) Whether same is self-liquidating?	
B (2) Loans, inter-corporate deposits or advances (other than trade advances)		
1.	Source of funds in connection with the proposed transaction.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:	<p>Inter Corporate Loan / Investments</p> <p>The loan has been funded out of the internal accruals, and therefore no explicit borrowing cost has been incurred; however, the pricing has been determined considering the opportunity cost of funds in line with the Arm's Length Basis.</p>
	Nature of indebtedness	
	Total cost of borrowing	
	Tenure	
		One Year, renewable by mutual agreement of

		the parties.
	Other Details	All relevant information forms a part of this disclosure setting out requisite facts.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	<p>The rate of interest at which the Pace Digitek Limited and/or its subsidiaries borrow from banks and other lenders is generally around 9.75% per annum.</p> <p>However, the actual rate may vary depending on various factors and specific terms and conditions negotiated with individual lenders.</p>
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee.
5.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.
6.	Repayment schedule & terms	The loan shall be payable as per the mutually agreed terms, including tenure, interest, and repayment schedule, aligned with the financial position of the subsidiary.
7.	Whether secured or unsecured.	Unsecured
8.	If secured, the nature of security & security coverage ratio.	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be applied towards the general business requirements of the ultimate beneficiary, as may be determined from time to time.
<b>Part C: Additional Information for specific type of Material RPT</b>		
<b>C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter corporate deposits given by the subsidiary</b>		
1.	Latest credit rating of the related party.	None
2.	Default on borrowings, if any, over the last three	None

	financial years, by the related party from the listed entity or any other person and value of subsisting default.	
	(a) whether the related party is currently classified as an NPA by any banker;	No
	(b) whether the related party is declared a wilful defaulter by any banker	No
	(c) whether the related party is undergoing or facing insolvency or liquidation proceedings	No
	(d) whether the related party is (if not an MSME) is disqualified under Section 29A of the IBC, 2016	No

*\* The audited financial information for FY 25-26 is not available as of the date of this Postal Ballot Notice; accordingly, the audited financial information for FY 24-25 has been considered for the said disclosure purposes.*

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Members for approval.

#### **Item No 4:**

#### **Background, details and benefits of the transaction**

Pace Renewable Energies Private Limited is an unlisted wholly owned subsidiary of the



## Pace Digitek Limited

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

**Regd. Office:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

**T :** +91 80 29547792 / 94 / 95 / 96.

**E :** info@pacedigitek.com

**w :** www.pacedigitek.com

**CIN :** L31909KA2007PLC041949

Company and consequently, a related party designated for the implementation of project from Maharashtra State Electricity Distribution Company (**MSEDCL**). The company provides clean and renewable energy solutions, including the design, manufacturing, and deployment of energy-efficient and power management products across sectors such as solar, wind, biogas, and fuel cells. It delivers integrated solutions backed by in-house expertise and undertakes turnkey EPC projects in the green energy space.

The transaction involves developing a Battery Energy Storage System (BESS) project on a Build, Own, and Operate (BOO) basis, with Pace Renewable Energies Private Limited handling execution and supplying BESS capacity to substations. This approach leverages in-house expertise and integrated capabilities to ensure efficient execution, quality, and timely delivery, aligned with the Company's strategic objectives. To ensure continuity of operations, the Company proposes to enter into similar transactions and/or continue with existing transactions with Pace Renewable Energies Private Limited during FY 26-27 for an aggregate value not exceeding ₹ 1800 crore.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms.

The Audit Committee, after reviewing all necessary information, material terms and basis the certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards regarding the said transaction, have granted approval for entering into the RPTs with Pace Renewable Energies Private Limited, for an aggregate value not exceeding ₹ 1800 crore during Financial Year 2026-27.

The Audit Committee has noted that the said transaction will be in the ordinary course of business of the Company and at an arm's length basis.

Details of the proposed RPTs between the Company and Pace Renewable Energies Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

### **Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		

<b>A (1) Basic details of the related party</b>		
1.	Name of the related party	Pace Renewable Energies Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	<p>Pace Renewable Energies Private Limited engages in the business of clean and renewable energy solutions, including design, deployment of energy-efficient and power management products across sectors such as solar, wind, biogas, and fuel cells.</p> <p>The scope includes providing integrated solutions and services, supported by in-house technical capabilities, and undertaking turnkey EPC projects in the green energy domain.</p>
<b>A (2) Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<p>Pace Renewable Energies Private Limited is an unlisted wholly owned subsidiary in which the Company holds 100 % of the equity share capital.</p> <p>Mr. Venugopalrao Maddisetty is the Managing Director, Mrs. Padma Maddisetty and Mr. Rajiv Maddisetty are the Directors in Pace Renewable Energies Private Limited.</p>
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Pace Digitek Limited has a direct stake of 100% in Pace Renewable Energies Private Limited.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	No
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

<b>A (3) Details of previous transactions with the related party</b>																				
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Details of the transactions are: <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for FY 24-25*</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Other Income (Corporate Guarantee Balance Written Back)</td> <td>10.25</td> </tr> <tr> <td>2.</td> <td>Interest Expense on Corporate Guarantee</td> <td>0.61</td> </tr> <tr> <td>3.</td> <td>Interest Expense</td> <td>5.66</td> </tr> <tr> <td>4.</td> <td>Borrowings Made</td> <td>4.50</td> </tr> <tr> <td>5.</td> <td>Payments Made on Behalf of</td> <td>1.62</td> </tr> </tbody> </table>	Sl. No	Nature of Transactions for FY 24-25*	Amount (₹ in crore)	1.	Other Income (Corporate Guarantee Balance Written Back)	10.25	2.	Interest Expense on Corporate Guarantee	0.61	3.	Interest Expense	5.66	4.	Borrowings Made	4.50	5.	Payments Made on Behalf of	1.62
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Sl. No	Nature of Transactions for FY 24-25*	Amount (₹ in crore)																		
1.	Other Income (Corporate Guarantee Balance Written Back)	10.25																		
2.	Interest Expense on Corporate Guarantee	0.61																		
3.	Interest Expense	5.66																		
4.	Borrowings Made	4.50																		
5.	Payments Made on Behalf of	1.62																		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No																		
<b>A (4) Amount of the proposed transactions (All types of transactions taken together)</b>																				

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Details of the proposed transactions are: <table border="1" data-bbox="810 421 1391 1361"> <thead> <tr> <th data-bbox="810 421 879 551">Sl. No</th> <th data-bbox="879 421 1198 551">Nature of Proposed Transactions for FY 26-27</th> <th data-bbox="1198 421 1391 551">Amount not exceeding (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td data-bbox="810 551 879 636">1.</td> <td data-bbox="879 551 1198 636">Sale of products/services</td> <td data-bbox="1198 551 1391 636">1,300</td> </tr> <tr> <td data-bbox="810 636 879 721">2.</td> <td data-bbox="879 636 1198 721">Purchase of products/services</td> <td data-bbox="1198 636 1391 721">225</td> </tr> <tr> <td data-bbox="810 721 879 806">3.</td> <td data-bbox="879 721 1198 806">Management Consultancy</td> <td data-bbox="1198 721 1391 806">05</td> </tr> <tr> <td data-bbox="810 806 879 1021">4.</td> <td data-bbox="879 806 1198 1021">Inter Corporate Loans (Out of which Project Finance for an amount not exceeding ₹ 140 crore)</td> <td data-bbox="1198 806 1391 1021">225</td> </tr> <tr> <td data-bbox="810 1021 879 1106">5.</td> <td data-bbox="879 1021 1198 1106">Interest Income on Corporate Guarantee</td> <td data-bbox="1198 1021 1391 1106">20</td> </tr> <tr> <td data-bbox="810 1106 879 1191">6.</td> <td data-bbox="879 1106 1198 1191">Interest Expense on Corporate Guarantee</td> <td data-bbox="1198 1106 1391 1191">10</td> </tr> <tr> <td data-bbox="810 1191 879 1276">7.</td> <td data-bbox="879 1191 1198 1276">Reimbursement of LC &amp; BG charges</td> <td data-bbox="1198 1191 1391 1276">05</td> </tr> <tr> <td data-bbox="810 1276 879 1361">8.</td> <td data-bbox="879 1276 1198 1361">Interest Income</td> <td data-bbox="1198 1276 1391 1361">10</td> </tr> <tr> <td colspan="2" data-bbox="810 1323 1198 1361" style="text-align: right;"><b>Total</b></td> <td data-bbox="1198 1323 1391 1361"><b>1,800</b></td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	1,300	2.	Purchase of products/services	225	3.	Management Consultancy	05	4.	Inter Corporate Loans (Out of which Project Finance for an amount not exceeding ₹ 140 crore)	225	5.	Interest Income on Corporate Guarantee	20	6.	Interest Expense on Corporate Guarantee	10	7.	Reimbursement of LC & BG charges	05	8.	Interest Income	10	<b>Total</b>		<b>1,800</b>
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8.	Interest Income	10																														
<b>Total</b>		<b>1,800</b>																														
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																														
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	73.81% of the annual consolidated turnover of Pace Digitek Limited for the FY 2024-25*.																														
4.	Value of the proposed transactions as a percentage	The requirement to disclose the value of the proposed transaction as a percentage of the																														

	of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	<p>subsidiary's annual standalone turnover is applicable only in cases where Pace Digitek Limited is not a party to the transaction.</p> <p>In the present case, as the Pace Digitek Limited (being the listed entity) is directly a party to the transaction, the said requirement is not applicable.</p>														
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	23,09,102.49% of the annual standalone turnover of Pace Renewable Energies Private Limited for the FY 2024-25*.														
6.	Financial performance of the related party for the immediately preceding financial year.	<p>Financial Performance for FY 24-25* of Pace Renewable Energies Private Limited is:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount(₹in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>0.08</td> </tr> <tr> <td>Profit After Tax</td> <td>(14.53)</td> </tr> <tr> <td>Net worth</td> <td>63.63</td> </tr> </tbody> </table>	Particulars	Amount(₹in crore)	Turnover	0.08	Profit After Tax	(14.53)	Net worth	63.63						
Particulars	Amount(₹in crore)															
Turnover	0.08															
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<b>A (5) Basic details of proposed transactions to be approved</b>																
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>The following are the proposed transactions with Pace Renewable Energies Private Limited:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Particulars of Proposed Transactions for FY 26-27</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> </tr> <tr> <td>3.</td> <td>Management Consultancy</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> </tr> <tr> <td>5.</td> <td>Interest Income on Corporate Guarantee</td> </tr> <tr> <td>6.</td> <td>Interest Expense on Corporate Guarantee</td> </tr> </tbody> </table>	Sl. No	Particulars of Proposed Transactions for FY 26-27	1.	Sale of products/services	2.	Purchase of products/services	3.	Management Consultancy	4.	Inter Corporate Loans	5.	Interest Income on Corporate Guarantee	6.	Interest Expense on Corporate Guarantee
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7.	Reimbursement of LC & BG charges					
8.	Interest Income					
2.	Details of the proposed transaction	<p>The proposed transaction involves the development of a Battery Energy Storage System (BESS) project on a 'Build, Own, and Operate' (BOO) basis. Under this arrangement, Pace Renewable Energies Private Limited will be responsible for the design, construction, erection, commissioning, and testing of the BESS project, and will supply BESS capacity to designated substations.</p> <p>This approach leverages in-house technical expertise and integrated project capabilities, ensuring efficient execution, quality assurance, and timely delivery of the project, while aligning with the strategic objectives of Pace Digitek Limited.</p>				
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring nature and approval is for FY 26-27.				
4.	Whether omnibus approval is being sought?	Yes				
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Aggregate value of transactions for FY 26-27 shall not exceed <b>₹ 1800</b> crore.</p> <p>Approval of the Members is being sought for material RPTs for FY 26-27.</p>				
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed Related Party Transactions are in the interest of the Company as they involve execution of the project through an EPC (Engineering, Procurement, and				

		<p>Construction) contract by Pace Renewable Energies Private Limited, which possesses established in-house capabilities, including backward integration and strong technical expertise.</p> <p>This acts as a leverage to the integrated capabilities, resulting in improved operational efficiency, better coordination across project phases, and enhanced quality control. The backward integration ensures reliable supply chain management, cost optimization, and reduced dependency on external vendors, thereby minimizing execution risks and delays.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>(a) Name of the director / KMP</p> <p>(b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Venugopalrao Maddisetty, Chairman and Managing Director, Ms. Padma Maddisetty and Mr. Rajiv Maddisetty, Whole Time Directors of Pace Digitek Limited are the Directors of Pace Renewable Energies Private Limited.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship in Pace Renewable Energies Private Limited.</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>
9.	<p>Other information relevant for decision making.</p>	<p>The proposed transaction also includes the Implementation of project from Maharashtra State Electricity Distribution Company Limited Battery Energy (MSEDCL) for Storage System -750 MW/1500 MWh to be executed in 75 locations in Maharashtra for an amount not exceeding <b>₹ 140 crore.</b></p>

		All other relevant information forms a part of this disclosure setting out requisite facts.
<b>Part B: Additional Information</b>		
<b>B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>No bidding or competitive selection process has been undertaken for the proposed EPC contract, as the related party, Pace Renewable Energies Private Limited, is a subsidiary within Pace Digitek Limited's group of companies.</p> <p>The engagement is driven by intra-group strategic alignment and organizational structuring, with a focus on leveraging Pace Renewable Energies Private Limited's established in-house execution capabilities, including backward integration and strong technical expertise.</p>
2.	Basis of determination of price	The price is determined based on the Arm's Length Basis, i.e., the value that would be agreed upon between independent parties under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	
<b>B (2) Loans, inter-corporate deposits or advances (other than trade advances)</b>		
1.	Source of funds in connection with the proposed transaction.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:	
	Nature of indebtedness	Inter Corporate Loan/Investments
	Total cost of borrowing	The loan has been funded out of the internal accruals, and therefore no explicit borrowing

		cost has been incurred; however, the pricing has been determined considering the opportunity cost of funds in line with the Arm's Length Basis.
	Tenure	One Year, renewable by mutual agreement of the parties.
	Other Details	All relevant information forms a part of this disclosure setting out requisite facts.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The rate of interest at which the Pace Digitek Limited and/or its subsidiaries borrow from banks and other lenders is generally around 9.75% per annum.  However, the actual rate may vary depending on various factors and specific terms and conditions negotiated with individual lenders.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee.
5.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.
6.	Repayment schedule & terms	The loan shall be payable as per the mutually agreed terms, including tenure, interest, and repayment schedule, aligned with the financial position of the subsidiary.
7.	Whether secured or unsecured.	Unsecured
8.	If secured, the nature of security & security coverage ratio.	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be applied towards the general business requirements of the ultimate beneficiary, as may be determined from time to time.
<b>Part C: Additional Information for specific type of Material RPT</b>		

**C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter corporate deposits given by the subsidiary**

1.	Latest credit rating of the related party.	None
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
	(a) whether the related party is currently classified as an NPA by any banker;	No
	(b) whether the related party is declared a wilful defaulter by any banker	No
	(c) whether the related party is undergoing or facing insolvency or liquidation proceedings	No
	(d) whether the related party is (if not an MSME) is disqualified under Section 29A of the IBC, 2016	No

*\* The audited financial information for FY 25-26 is not available as of the date of this Postal Ballot Notice; accordingly, the audited financial information for FY 24-25 has been considered for the said disclosure purposes.*

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the Members for approval.



## **Pace Digitek Limited**

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

**Regd. Office:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

**T :** +91 80 29547792 / 94 / 95 / 96.

**E :** info@pacedigitek.com

**w :** www.pacedigitek.com

**CIN :** L31909KA2007PLC041949

### **Item No 5:**

#### **Background, details and benefits of the transaction**

Transgreenx Energy Private Limited is an unlisted wholly owned subsidiary of the Company and consequently, a related party designated for the implementation of project from for Karnataka Renewable Energy Development Limited (**KREDL**). They develop, owns, and operates energy generation and storage projects, including standalone BESS, solar, hybrid (solar, wind, and storage), renewable energy, and firm and dispatchable renewable energy (FDRE) projects, along with related assets.

The proposed related party transactions are in the Company's interest as the project is being executed through an EPC contract leveraging strong in-house capabilities, technical expertise, and backward integration. This integrated approach enhances operational efficiency, coordination, and quality control across project phases. It also ensures a reliable supply chain, optimizes costs, reduces dependence on external vendors, and minimizes execution risks and delays. For the same, the Company proposes to enter into similar transactions and/or continue with existing transactions with Transgreenx Energy Private Limited during FY 26-27 for an aggregate value not exceeding ₹ 1100 crore.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms.

The Audit Committee, after reviewing all necessary information, material terms and basis the certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards regarding the said transaction, have granted approval for entering into the RPTs with Transgreenx Energy Private Limited, for an aggregate value not exceeding ₹ 1100 crore during Financial Year 2026-27.

The Audit Committee has noted that the said transaction will be in the ordinary course of business of the Company and at an arm's length basis.

Details of the proposed RPTs between the Company and Transgreenx Energy Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A (1) Basic details of the related party</b>		
1.	Name of the related party	Transgreenx Energy Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Transgreenx Energy Private Limited develops, owns, and operates energy generation and storage projects, including Standalone BESS, solar power projects (with or without integrated storage), hybrid renewable projects (solar, wind, and storage), Round-the-Clock (RTC) renewable energy projects, and firm and dispatchable renewable energy (FDRE) projects, along with associated assets.
<b>A (2) Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Transgreenx Energy Private Limited is an unlisted wholly owned subsidiary of Pace Digitek Limited in which the Company holds 100 % of the equity share capital.  Mr. Venugopalrao Maddisetty and Mr. Rajiv Maddisetty are the Directors in Transgreenx Energy Private Limited
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Pace Digitek Limited has a direct stake of 100% in Transgreenx Energy Private Limited
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	No
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A (3) Details of previous transactions with the related party														
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nil, since Transgreenx Energy Private Limited was incorporated in November, 2025 and no transactions have been undertaken with the entity up to the quarter immediately preceding the quarter in which approval is sought.												
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil, since Transgreenx Energy Private Limited was incorporated in November, 2025 and no transactions have been undertaken with the entity up to the quarter immediately preceding the quarter in which approval is sought.												
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No												
A (4) Amount of the proposed transactions (All types of transactions taken together)														
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Details of the proposed transactions of Pace Digitek Limited with Transgreenx Energy Private Limited:												
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">Sl. No</th> <th style="width: 60%;">Nature of Proposed Transactions for FY 26-27</th> <th style="width: 30%;">Amount not exceeding (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>650</td> </tr> <tr> <td>2.</td> <td>Management Consultancy</td> <td>05</td> </tr> <tr> <td>3.</td> <td>Inter Corporate Loans (Out of which Project Finance for an amount not exceeding ₹ 425</td> <td>445</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	650	2.	Management Consultancy	05	3.	Inter Corporate Loans (Out of which Project Finance for an amount not exceeding ₹ 425	445
		Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)										
		1.	Sale of products/services	650										
2.	Management Consultancy	05												
3.	Inter Corporate Loans (Out of which Project Finance for an amount not exceeding ₹ 425	445												

			crore)	
			<b>Total</b>	<b>1,100</b>
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	45.10 % of the annual consolidated turnover of Pace Digitek Limited for the FY 2024-25*.		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	<p>The requirement to disclose the value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover is applicable only in cases where Pace Digitek Limited is not a party to the transaction.</p> <p>In the present case, as the Pace Digitek Limited is directly a party to the transaction, the said requirement is not applicable.</p>		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable, since Transgreenx Energy Private Limited was incorporated in November 2025 and no transactions have been undertaken in the immediately preceding financial year.		

6.	Financial performance of the related party for the immediately preceding financial year.	Not applicable, since Transgreenx Energy Private Limited was incorporated in November 2025 and no transactions have been undertaken in the immediately preceding financial year.								
<b>A (5) Basic details of proposed transactions to be approved</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>The following are the proposed transactions with Transgreenx Energy Private Limited</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions for FY 26-27</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> </tr> <tr> <td>2.</td> <td>Management Consultancy</td> </tr> <tr> <td>3.</td> <td>Inter Corporate Loans</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	1.	Sale of products/services	2.	Management Consultancy	3.	Inter Corporate Loans
Sl. No	Nature of Proposed Transactions for FY 26-27									
1.	Sale of products/services									
2.	Management Consultancy									
3.	Inter Corporate Loans									
2.	Details of the proposed transaction	The proposed transaction primarily involves solar EPC (Engineering, Procurement, and Construction) contracts, which form the major portion of the overall business activities compared to other proposed related party transactions.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring nature and approval is for FY 26-27.								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Aggregate value of transactions for FY 26-27 shall not exceed <b>₹ 1100</b> crore.</p> <p>Approval of the Members is being sought for material RPTs for FY 26-27.</p>								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed Related Party Transactions are in the interest of the Company as they involve execution of the project through an EPC (Engineering, Procurement, and Construction) contract, which possesses								

		<p>established in-house capabilities, including backward integration and strong technical expertise.</p> <p>This acts as a leverage to the integrated capabilities, resulting in improved operational efficiency, better coordination across project phases, and enhanced quality control. The backward integration ensures reliable supply chain management, cost optimization, and reduced dependency on external vendors, thereby minimizing execution risks and delays.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>(a) Name of the director / KMP</p> <p>(b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Venugopalrao Maddisetty, Chairman and Managing Director and Mr. Rajiv Maddisetty, Whole Time Director of Pace Digitek Limited are the Directors of Transgreenx Energy Private Limited.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship and / or shareholding in Transgreenx Energy Private Limited.</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>
9.	<p>Other information relevant for decision making.</p>	<p>The proposed transaction also includes the Implementation of project from for Karnataka Renewable Energy Development Limited (KREDL) for setting up of a 250 MWAC Solar PV Project along with 250 MW/1100 MWh BESS project at Pavagada Solar Park in Karnataka amount not exceeding ₹ 425 crore.</p>

**Part B: Additional Information**

**B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or competitive selection process has been undertaken for the proposed EPC contract, as the related party, Transgreenx Energy Private Limited, is a Wholly Owned Subsidiary within Pace Digitek Limited's group of companies.  The engagement is driven by intra-group strategic alignment and organizational structuring, with a focus on leveraging Transgreenx Energy Private Limited's established in-house execution capabilities, including backward integration and strong technical expertise
2.	Basis of determination of price	The price is determined based on the Arm's Length Basis, i.e., the value that would be agreed upon between independent parties under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

**B (2) Loans, inter-corporate deposits or advances (other than trade advances)**

1.	Source of funds in connection with the proposed transaction.	Internal accruals of the Company
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:	
	Nature of indebtedness	Inter Corporate Loan/Investment
	Total cost of borrowing	The loan has been funded out of the internal accruals, and therefore no explicit borrowing cost has been incurred; however, the pricing

		has been determined considering the opportunity cost of funds in line with the Arm's Length Basis.
	Tenure	One Year, renewable by mutual agreement of the parties.
	Other Details	All relevant information forms a part of this disclosure setting out requisite facts.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The rate of interest at which the Pace Digitek Limited and/or its subsidiaries borrow from banks and other lenders is generally around 9.75% per annum.  However, the actual rate may vary depending on various factors and specific terms and conditions negotiated with individual lenders.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee.
5.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.
6.	Repayment schedule & terms	The loan shall be payable as per the mutually agreed terms, including tenure, interest, and repayment schedule, aligned with the financial position of the subsidiary.
7.	Whether secured or unsecured.	Unsecured
8.	If secured, the nature of security & security coverage ratio.	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be applied towards the general business requirements of the ultimate beneficiary, as may be determined from time to time.

**Part C: Additional Information for specific type of Material RPT**
**C (1) Disclosure only in case of transactions relating to any loans and advances (other**

than trade advances), inter corporate deposits given by the subsidiary		
1.	Latest credit rating of the related party.	None
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
	(a) whether the related party is currently classified as an NPA by any banker;	No
	(b) whether the related party is declared a wilful defaulter by any banker	No
	(c) whether the related party is undergoing or facing insolvency or liquidation proceedings	No
	(d) whether the related party is (if not an MSME) is disqualified under Section 29A of the IBC, 2016	No

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 5.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the Members for approval.

## Item No 6:

### Background, details and benefits of the transaction

Lanarsy Infra Limited is a Related Party of the Company ('PDL/the Company') who provide end-to-end infrastructure solutions provider offering dedicated project management teams, strong field execution capabilities supported by efficient sourcing and logistics. The company also delivers integrated turnkey EPC solutions through cross-functional collaboration, ensuring streamlined execution, quality outcomes, and timely project delivery.

These transactions support the efficient functioning of both the Companies by enabling better coordination, reliable supply, cost and quality efficiencies through aligned capabilities, supporting smooth and efficient operation involving the sale and purchase of products/services in the ordinary course of business, To ensure continuity of operations, the Company proposes to enter into similar transactions and/or continue with existing transactions with Lanarsy Infra Limited during FY 26-27 for an aggregate value not exceeding ₹ 162 crore.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms.

The Audit Committee, after reviewing all necessary information, material terms and basis the certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards regarding the said transaction, have granted approval for entering into the RPTs with Lanarsy Infra Limited, for an aggregate value not exceeding ₹ 162 crore during Financial Year 2026-27.

The Audit Committee has noted that the said transaction will be in the ordinary course of business of the Company and at an arm's length basis.

Details of the proposed RPTs between the Company and Lanarsy Infra Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

### Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sl. No	Particulars of the information	Information provided by the management
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**Part A: Minimum information of the proposed RPT**
**A (1) Basic details of the related party**

1.	Name of the related party	Lanarsy Infra Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	They are an end-to-end infrastructure solutions provider focused on innovation and excellence. The company offers strong project management, robust execution capabilities supported by in-house professionals and partners, efficient sourcing and logistics, and integrated turnkey EPC services through cross-functional teamwork.

**A (2) Relationship and ownership of the related party**

1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Vasubabu Maddisetty, Maddisetty Shridhar, M Ravindra are the Members of Lanarsy Infra Limited who are the relatives of Mr. Venugopalrao Maddisetty, Chairman and Managing Director of Pace Digitek Limited.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	No
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

**A (3) Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Details of the proposed transactions by Lanarsy with Pace Digitek Limited are: <table border="1" data-bbox="805 465 1390 846"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for 24-25*</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>1.70</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> <td>135.58</td> </tr> <tr> <td>3.</td> <td>Reimbursement of LC &amp; BG charges</td> <td>1.20</td> </tr> </tbody> </table>	Sl. No	Nature of Transactions for 24-25*	Amount (₹ in crore)	1.	Sale of products/services	1.70	2.	Purchase of products/services	135.58	3.	Reimbursement of LC & BG charges	1.20
Sl. No	Nature of Transactions for 24-25*	Amount (₹ in crore)												
1.	Sale of products/services	1.70												
2.	Purchase of products/services	135.58												
3.	Reimbursement of LC & BG charges	1.20												
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Details of the proposed transactions by Lanarsy Infra Limited with Pace Digitek Limited are: <table border="1" data-bbox="805 981 1390 1317"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transaction</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>1.70</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> <td>135.58</td> </tr> <tr> <td>3.</td> <td>Reimbursement of LC &amp; BG charges</td> <td>1.20</td> </tr> </tbody> </table>	Sl. No	Nature of Transaction	Amount (₹ in crore)	1.	Sale of products/services	1.70	2.	Purchase of products/services	135.58	3.	Reimbursement of LC & BG charges	1.20
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2.	Purchase of products/services	135.58												
3.	Reimbursement of LC & BG charges	1.20												
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No												
<b>A (4) Amount of the proposed transactions (All types of transactions taken together)</b>														
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Details of the proposed transactions of Pace Digitek Limited with Lanarsy Infra Limited: <table border="1" data-bbox="805 1753 1390 1998"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions for FY 26-27</th> <th>Amount not exceeding (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>10</td> </tr> <tr> <td>2.</td> <td>Purchase of</td> <td>150</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	10	2.	Purchase of	150			
Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)												
1.	Sale of products/services	10												
2.	Purchase of	150												

		products/services	
		3. Reimbursement of LC & BG charges	02
		<b>Total</b>	<b>162</b>
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	6.64% of the annual consolidated turnover of Pace Digitek Limited for the FY 2024-25*.	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	<p>The requirement to disclose the value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover is applicable only in cases where the Pace Digitek Limited is not a party to the transaction.</p> <p>In the present case, as the Pace Digitek Limited (being the listed entity) is directly a party to the transaction, the said requirement is not applicable</p>	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	94.48% of the annual standalone turnover of Lanarsy Infra Limited for FY 24-25*.	

6.	Financial performance of the related party for the immediately preceding financial year.	Financial Performance for FY 24-25* of Lanarsy Infra Limited: <table border="1" data-bbox="807 465 1386 640"> <thead> <tr> <th>Particulars</th> <th>Amount(₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>171.46</td> </tr> <tr> <td>Profit After Tax</td> <td>6.23</td> </tr> <tr> <td>Net worth</td> <td>73.80</td> </tr> </tbody> </table>	Particulars	Amount(₹ in crore)	Turnover	171.46	Profit After Tax	6.23	Net worth	73.80
Particulars	Amount(₹ in crore)									
Turnover	171.46									
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Net worth	73.80									
<b>A (5) Basic details of proposed transactions to be approved</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Details of the proposed transactions with Lanarsy Infra Limited <table border="1" data-bbox="807 804 1386 1061"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions for FY 26-27</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> </tr> <tr> <td>3.</td> <td>Reimbursement of LC &amp; BG charges</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	1.	Sale of products/services	2.	Purchase of products/services	3.	Reimbursement of LC & BG charges
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1.	Sale of products/services									
2.	Purchase of products/services									
3.	Reimbursement of LC & BG charges									
2.	Details of the proposed transaction	The proposed transaction involves the sale and purchase of products/services in the ordinary course of business between the Company and Lanarsy Infra Limited to support business continuity, enable operational efficiencies, and ensure timely fulfilment of customer requirements.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring nature and approval is for FY 26-27.								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY 26-27 shall not exceed ₹ 162 crore.  Approval of the Members is being sought for material RPTs for FY 26-27.								
6.	Justification as to why the RPTs proposed to be entered	The transaction is in the interest of the Company as it enables better coordination,								

	into are in the interest of the listed entity.	reliability, and seamless execution due to aligned business objectives and established working relationships.  It also allows the Company to leverage the related party's capabilities, ensuring consistent quality, cost efficiencies, and timely supply of products, thereby supporting smooth operations and enhanced overall performance.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Vasubabu Maddisetty, Maddisetty Shridhar, M Ravindra are the Members of Lanarsy Infra Limited who are the relatives of Mr. Venugopalrao Maddisetty, Chairman and Managing Director of Pace Digitek Limited.
	(a) Name of the director / KMP	
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
<b>Part B: Additional Information</b>		
<b>B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No competitive bidding or alternative selection process was conducted for choosing the party for the sale, purchase, or supply of goods or services.
2.	Basis of determination of price	The price is determined based on the Arm's Length Basis, i.e., the value that would be agreed upon between independent parties

		under similar circumstances.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

\* The audited financial information for FY 25-26 is not available as of the date of this Postal Ballot Notice; accordingly, the audited financial information for FY 24-25 has been considered for the said disclosure purposes.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 6.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 6 of the accompanying Notice to the Members for approval.

**By the order of the Board of Directors**

**For Pace Digitek Limited**

*[Formerly known as Pace Digitek Private Limited and Pace Digitek Infra Private Limited]*

**Sd/-**

**Meghana M P**

**Company Secretary & Compliance Officer**

**Membership No: A42534**

**Place:** Bengaluru

**Date:** April 22, 2026

**Add:** Plot No. V-12, Industrial Estate, Kumbalgodu, Mysore Highway, Bangalore - 560 074.

**CIN:** L31909KA2007PLC041949

**Email:** [cs@pacedigitek.com](mailto:cs@pacedigitek.com), **Telephone:** +91 80 29547792

**Website:** [www.pacedigitek.com](http://www.pacedigitek.com)