



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

Ref No: PDL/2026-27/Q01_41

Date: June 22, 2026

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400001 Scrip Code – 544550	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400051 Symbol – PACEDIGITK
--	--

Dear Sir/Madam,

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to **Regulation 30** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), as amended, we forward herewith a copy of the Postal Ballot Notice ('Notice') of **M/s. Pace Digitek Limited** ('the Company') dated **June 22, 2026** along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the Members of the Company for the below mentioned Ordinary and Special Resolutions respectively:

Sr. No	Description of Resolution	Type of Resolution
1.	To approve material related party transactions between M/s. Pace Digitek Limited and M/s. Lineage Power Private Limited.	Ordinary Resolution
2.	To approve material related party transactions between M/s. Pace Digitek Limited and M/s. Pace Ecoplanet Solace Private Limited.	
3.	To approve material related party transactions between M/s. Pace Digitek Limited and M/s. Inso Pace Private Limited	
4.	To consider and approve 'Pace Digitek Employee Stock Option Plan 2026' (PDL ESOP 2026).	Special Resolution
5.	To approve extending the benefits of 'Pace Digitek Employee Stock Option Plan 2026' (PDL ESOP 2026) to the employees of the subsidiaries of the Company.	

In compliance with the MCA circulars, the Notice of Postal Ballot which comprises of resolution(s) proposed for approval of the Members and the Explanatory Statement thereto and reasons thereof, is being sent only by email to the Members, whose email addresses are registered with the Depositories or with Registrar and whose names appear in the Register of Members / List of Beneficial Owners as received from **National Securities Depository Limited ("NSDL")** and **Central Depository Services (India) Limited ("CDSL")**, as on **Friday, June 19, 2026 ("cut-off date")**. A person, whose name is recorded in the register of members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.





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

The Company has engaged the services of **M/s. MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited) (“**MUFG Intime**” or “**Registrar and Transfer Agent**”) as the agency to provide e-voting facility to the members, enabling them to cast their vote electronically and in a secure manner.

The Notice of Postal Ballot shall be available on the website of the Company at www.pacedigitek.com and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (InstaVote), Registrar and Transfer Agent of the Company at <https://instavote.linkintime.co.in>.

[Click here](#) to view / download Postal Ballot Notice.

[Click here](#) to view / download Pace Digitek Limited Employee Stock Option Plan, 2026.

Particulars	Details
Cut-off date for Members who are eligible for e-voting	June 19, 2026, Friday
Commencement of e-Voting	June 23, 2026, Tuesday at 9.00 A.M. (IST)
End of e-Voting	July 22, 2026, Wednesday at 5.00 P.M. (IST)
Date of completion of dispatch of Postal Ballot Notice by electronic means	June 22, 2026, Monday
Date for publishing advertisement in Newspaper	June 23, 2026, Tuesday
Date on which Resolution will be deemed to be passed	July 22, 2026, Wednesday
Declaration of results for the e-Voting	On or before July 24, 2026, Friday
Link for e-voting	https://instavote.linkintime.co.in

We hereby request you to take note of the same.

Thanking You,

For PACE DIGITEK LIMITED

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

Meghana M P

Company Secretary and Compliance Officer

Membership No: A42534

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

Encl.: As above.





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 **Tel:**080-29547792

Website: 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
Tuesday, June 23, 2026 at 9.00 A.M. (IST)	Wednesday, July 22, 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)** and **Special Resolution(s)** respectively 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 **Friday, June 19, 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.



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

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 and the **BSE Limited** (“BSE”) at 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 **Tuesday, June 23, 2026** from **9.00 A.M. (IST)** and ends at **5.00 P.M. (IST)** on **Wednesday, July 22, 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 **Wednesday, July 22, 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 M/s. Lineage Power Private Limited.	Ordinary Resolution
2.	To approve material related party transactions between M/s. Pace Digitek Limited and M/s. Pace Ecoplanet Solace Private Limited.	Ordinary Resolution
3.	To approve material related party transactions between M/s. Pace Digitek Limited and M/s. Inso Pace Private Limited.	Ordinary Resolution
4.	To consider and approve ‘ Pace Digitek Employee Stock Option Plan 2026 ’ (PDL ESOP 2026).	Special Resolution
5.	To approve extending the benefits of ‘ Pace Digitek Employee Stock Option Plan 2026 ’ (PDL ESOP 2026) to the employees of the subsidiaries of the Company.	Special 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,



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

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 **₹ 3,650 crore** (Three Thousand Six Hundred and Fifty 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. 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. 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



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

between the Company and Pace Ecoplanet Solace Private Limited, for an aggregate value not exceeding **₹ 1,035 crore** (One Thousand Thirty 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 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 are 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. 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



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

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 CONSIDER AND APPROVE ‘PACE DIGITEK EMPLOYEE STOCK OPTION PLAN 2026’ (PDL ESOP 2026).

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

“**RESOLVED THAT** pursuant to the provisions of **Section 62(1)(b)** and other applicable provisions, if any, of the **Companies Act, 2013** read with Rules made thereunder, **Regulation 6** and other provisions of the **Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (“SBEB Regulations”)**, as amended and enacted from time to time read with all circulars and notifications issued thereunder, the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the relevant provisions of Memorandum of Association and Articles of Association of the Pace Digitek Limited (“the Company”) and subject to further such other approvals, permissions, sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of **PACE DIGITEK EMPLOYEE STOCK OPTION PLAN 2026’ (PDL ESOP 2026) (“Scheme”)** and the Board of Directors (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“NRC”), which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, **not exceeding 20,00,000** Employee Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable), exercisable into not more than 20,00,000 (Twenty Lakhs Only) Equity Shares (“Shares”) of face value of Rs. 2 /- each, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT each option granted under the ESOP Scheme shall be convertible into one equity share of face value ₹ 2 each, on such terms and conditions, including vesting period, exercise price, exercise period and other terms as may be decided by the Nomination and Remuneration Committee in accordance with the ESOP Scheme and SBEB Regulations.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board (which shall be the Compensation Committee for the purposes of the SBEB Regulations) be and is hereby authorised to administer, implement and supervise the ESOP Scheme and to determine all terms and conditions thereof, including but not limited to:

- i. identification of eligible employees
- ii. quantum of options to be granted to each employee
- iii. grant date and vesting schedule



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

- iv. exercise price and exercise period
- v. conditions relating to vesting, exercise, lapse and forfeiture
- vi. treatment of options in case of resignation, termination, death, disability, retirement or superannuation
- vii. adjustments in case of corporate actions such as bonus, rights issue, split, consolidation, merger or otherwise
- viii. formulation of policies and procedures including cashless exercise mechanism
- ix. interpretation of the ESOP Scheme

and to do all such acts, deeds and things as may be necessary for effective implementation of the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, modify or revise the terms of the ESOP Scheme, subject to compliance with applicable laws and subject to shareholders' approval where required.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, SEBI Listing Regulations and any other Applicable Laws to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the equity shares arising out of exercise of options granted under the ESOP Scheme shall rank pari passu with the existing equity shares of the Company and shall be listed on the recognised stock exchange(s) where the existing shares of the Company are listed, subject to obtaining necessary approvals including in-principle approval.

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issue, bonus issue, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding ESOPs, granted/to be granted, under the Plan shall be suitably adjusted for such number of ESOPs/ equity shares, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT, the Board and the NRC be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Plan, in accordance with the terms of Plan and subject to applicable laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

Item No 05:

TO APPROVE EXTENDING THE BENEFITS OF 'PACE DIGITEK EMPLOYEE STOCK OPTION PLAN' (PDL ESOP 2026) TO THE EMPLOYEES OF THE SUBSIDIARIES OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of **Section 62(1)(b)** and other applicable provisions, if any, of the **Companies Act, 2013** read with the relevant rules made thereunder, Regulation 6 and other applicable provisions, if any, of the **Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021** read with all circulars and notifications issued thereunder (**'SBEB Regulations'**), the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the applicable provisions of the **Foreign Exchange Management Act, 1999**, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the **'Applicable Laws'**), the relevant provisions of the Memorandum and Articles of Association of Pace Digitek Limited (**'Company'**) and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the **'Board'**, which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee(**'NRC'**)), which the Board has constituted to exercise its powers including the powers conferred by this Resolution and **Regulation 5** of the **SBEB**



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

Regulations and the Listing Regulations), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefit and coverage of '**PACE DIGITEK EMPLOYEE STOCK OPTION PLAN 2026**' ('**PDL ESOP 2026**') ('**Scheme**') (referred to in the Resolution under Item No. 4 of this Notice) to the eligible employees of subsidiary companies present or future, exclusively working in India or outside India (other than an employee who is a promoter or a member of the promoter group of the Company, an independent director and/or a director holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and in such manner as may be fixed or determined by the Board in accordance with the provisions of the SBEB Regulations, Applicable Laws and the provisions of the PDL ESOP 2026 (Scheme).

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, **not exceeding 20,00,000** employee stock options ('Options') under the PDL ESOP 2026 (Scheme) to the eligible employees of the subsidiary companies of the Company, present or future, exclusively working in India or outside, (other than an employee who is a promoter or a member of the promoter group of the Company, an independent director of the Company and/or a director holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as determined in terms of the Plan, exercisable into not exceeding 20,00,000 (Twenty Lakhs Only) Equity Shares ("Shares") of face value of Rs. 2 /- each fully paid-up, where one (1) Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws and the provisions of PDL ESOP 2026 (Scheme).

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division / undertaking or other re-organization, the Options under the Plan shall be suitably adjusted for the number and price of Options, such that total value to the Eligible Employees of the Options remains the same after such corporate action, and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and equitable adjustment to the benefits under the Plan. Further, the above ceiling of 20,00,000 (Twenty Lakhs Only) equity shares shall stand increased automatically, to the extent of such additional equity shares issued, and such increase shall not require a separate or special resolution of shareholder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, modify or revise the terms of the ESOP Scheme, subject to compliance with applicable laws and subject to shareholders' approval where required.

RESOLVED FURTHER THAT the equity shares arising out of exercise of options granted under the ESOP Scheme shall rank pari passu with the existing equity shares of the Company and shall be listed on the recognised stock exchange(s) where the existing shares of the Company are listed, subject to obtaining necessary approvals including in-principle approval.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, SEBI Listing Regulations and any other Applicable Laws to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and implement the PDL ESOP 2026 (Scheme) and determine the detailed terms and conditions of the aforementioned ESOP 2026 including but not limited to the quantum of Options to be granted per employee in each tranche, the vesting period, the vesting conditions, the exercise period, instances where such Options shall lapse and to grant such number of Options, to such employees of the Company, including subsidiaries, at such time and on such terms and conditions as set out in the PDL ESOP 2026 (Scheme) and as the Board may in its absolute discretion think fit, subject to the Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."



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

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: June 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., **Friday, June 19, 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 and 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 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 **Tuesday, June 23, 2026** from **9.00 A.M. (IST)** and ends at **5.00 P.M. (IST)** on **Wednesday, July 22, 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 **July 22, 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 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. 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.
13. Members may download the Notice from the website of the Company at www.pacedigitek.com. A copy of the Notice is also available on the website of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at 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

- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>

- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and 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.

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



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

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

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

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.
 - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - o 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.
(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).

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

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.muvg.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.
- 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

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) 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](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at [registered email address](mailto: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.mufig.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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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:



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

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.
- ❖ 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: June 22, 2026

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

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 5 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.

The Company had previously sought the approval of its Members for the proposed Related Party Transactions through a Postal Ballot Notice dated April 23, 2026. However, the resolutions pertaining to such transactions did not receive the requisite majority of votes and accordingly, were not approved by the Members.

Following the outcome of the voting process, the Company engaged with Members and other stakeholders to better understand their observations and information requirements in relation to the proposed transactions.

Based on the feedback received and taking into account evolving disclosure practices, regulatory expectations and prevailing industry standards, the Company has undertaken a comprehensive review of the proposed transactions and has enhanced the disclosures provided to Members.

Accordingly, the Company is placing the proposed transactions before the Members once again, together with additional information and clarifications relating to, inter alia, the commercial rationale and business purpose of the transactions, the basis and methodology for determination of pricing, the arm’s length nature of the transactions, the expected benefits to the Company and its stakeholders, and other relevant details to facilitate an informed decision by the Members.

The Board believes that the enhanced disclosures contained in this Notice provide Members with a comprehensive understanding of the proposed transactions and enable them to evaluate the resolutions on their merits.

The underlying business rationale for the proposed transactions remains unchanged and the Board and Audit Committee continue to believe that the proposed transactions are in the best interests of the Company and its Members. In order to provide Members with an opportunity to consider the proposal in light of the enhanced disclosures and clarifications now being made available, the Board has decided to seek shareholder approval afresh.

Sustainability and Transaction Limits

The proposed limits represent enabling limits determined considering the scale of operations, projected business growth, operational requirements, long-term project execution timelines, future business opportunities and contingencies during the validity period of the approval. The approval sought is not necessarily indicative of the expected transaction value for a single financial year. Certain transactions, including issuance of purchase orders, execution contracts, framework arrangements and project-based commitments, may span across multiple financial

years depending upon business requirements, customer timelines and project execution schedules. Accordingly, the proposed limits are intended to provide operational flexibility and business continuity and should be viewed as strategic enabling limits rather than as an indicator of immediate or assured transaction volumes. Further, the actual utilization of the approved limits shall depend upon business requirements and may vary from the proposed limits placed before the shareholders.

Members are requested to review the information as per Industrial Standards on “Minimum Information to be provided for review of the Audit Committee and shareholder for approval of Related Party Transactions (RPT)” set out in this Explanatory Statement and the accompanying annexures before casting their vote.

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 ₹ 3650 crore.

The details of the proposed transactions are:

Nature of Proposed Transactions for FY 26-27	Purpose of entering into the Transaction	Proposed Tenure
Sale of products/ Services	<p>Sale of components and products related to the manufacture of Energy Management products and Battery Energy Storage System (BESS) solutions.</p> <p>The related party possesses specialized domain expertise and infrastructure relevant to the Energy business ecosystem, making it a strategically suitable counterparty for these transactions. The arrangement is expected to facilitate operational efficiencies, improve capacity utilization, reduce transaction and coordination</p>	<p>The proposed transactions are of a continuing and recurring nature and are expected to be undertaken from time to time in the ordinary course of business based on operational and business requirements.</p> <p>Accordingly, no fixed tenure is contemplated for the arrangement.</p> <p>Refer Sustainability and Transaction Limits as specified in the Explanatory statement above.</p>

	<p>costs, and support the Company's ability to meet evolving customer and market requirements in a timely and cost-effective manner.</p> <p>Proposed limits represent maximum enabling approvals linked to execution requirements arising from Rs. 11,338 Cr executable order book, including Rs. 8,854 Cr energy order book, manufacturing expansion from 2.5 GWh to 10 GWh and future business opportunities.</p>	
Purchase of products/Services	<p>Purchase of Battery Energy Storage Systems (BESS), including Power Conversion Systems (PCS) and Energy Management Systems (EMS).</p> <p>The procurement of such systems is a key component of the Company's business strategy, enabling it to deliver reliable, efficient and technologically advanced energy storage solutions to its customers across various applications, including grid-scale, commercial and industrial, renewable energy integration and other energy transition initiatives.</p> <p>The Related Party possesses significant technical expertise, established manufacturing and supply capabilities, specialized engineering resources, quality assurance systems and industry experience in the design, integration and supply of BESS solutions, including PCS and EMS platforms.</p> <p>Also the core business model lies in backward integration where the products are manufactured by Lineage and Projects are executed By Pace Digitek.</p>	<p>The procurement of Battery Energy Storage Systems (BESS), including Power Conversion Systems (PCS), Energy Management Systems (EMS) and related equipment, is expected to be undertaken on a continuing basis in accordance with the Company's backward integration and operational requirements, project pipeline and business plans.</p> <p>Given the recurring nature of such procurement activities and the evolving requirements of the Company's business, no fixed tenure has been prescribed for the proposed arrangement.</p> <p>Refer Sustainability and Transaction Limits as specified in the Explanatory statement above.</p>
Management Support Services	<p>The Holding Company has engaged a team of skilled and experienced professionals who possess the necessary expertise to support various business functions. Leveraging these resources</p>	<p>The requirement for management support and related services is recurring and forms an integral part of the Company's ongoing business operations.</p>

	<p>enables the Subsidiary Company to access specialized services without incurring the cost and time associated with hiring and maintaining a separate team. Accordingly, availing such services from the Holding Company is operationally efficient, cost-effective, and in the best interest of both the Holding Company and the Subsidiary Company.</p>	<p>Accordingly, the proposed arrangement is intended to continue on a long-term and continuing basis, subject to business requirements and applicable regulatory approvals.</p> <p>Given the continuing nature of the services and the Company's evolving operational needs, no fixed tenure has been prescribed for the arrangement. The transactions may be undertaken from time to time in the ordinary course of business and shall continue until modified, replaced or terminated in accordance with commercial requirements, internal approvals and applicable legal and regulatory provisions.</p>
Inter Corporate Loans	<p>The Company believes that providing financial support directly to the subsidiary is a commercially efficient mechanism for addressing its funding requirements. Such support enables greater flexibility, faster deployment of funds and better alignment with the subsidiary's operational needs compared to alternative financing arrangements.</p>	<p>The requirement for inter-corporate loans and trade advances is dependent upon the subsidiary's ongoing operational, working capital, project execution and business expansion requirements. Such requirements may arise from time to time in the ordinary course of business and may vary based on market conditions, business opportunities and funding needs.</p>
Interest Income on Corporate Guarantee	<p>The Company may, from time to time, provide corporate guarantees in favour of lenders, financial institutions, banks or other financing counterparties on behalf of its subsidiary to facilitate the raising of debt, working capital facilities, performance guarantees, project financing arrangements and other funding requirements necessary for their business operations.</p> <p>The provision of such corporate guarantees enables the beneficiary entity to access funding on commercially competitive terms, improve financing</p>	<p>The requirement for corporate guarantees may arise from time to time based on the financing, working capital, project execution and business expansion requirements of the beneficiary entity. Given the continuing nature of such funding requirements and the evolving needs of the business, the provision of corporate guarantees and the receipt of guarantee commission thereon are expected to occur on an ongoing basis.</p>

	flexibility and secure timely availability of financial resources required for business growth, project execution and operational continuity.	Accordingly, no fixed tenure has been prescribed for the proposed arrangement.
Rental Expenses - Land & Building	The proposed arrangement is intended to facilitate productive utilization of the Subsidiary's real estate assets while generating regular rental income and improving returns on invested capital. The transaction enables the Company to derive economic value from assets that may otherwise remain underutilized or not be deployed for its core operational requirements. The arrangement is expected to create operational synergies within the group and support efficient utilization of infrastructure resources while ensuring that the Company receives appropriate commercial consideration for the use of its assets.	The leasing or licensing of land and building assets is intended to support the ongoing business requirements of the related party and the Company's objective of deriving sustained economic value from its real estate assets. Given the continuing nature of these requirements and the long-term utility of the underlying assets, the arrangement is expected to continue on an ongoing basis.
Rental Expenses -Plant & Machinery		

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 ₹ 3,650 crore during Financial Year 2026-27.

The details of the proposed Related Party Transactions, including their nature, commercial rationale, business purpose, material terms, pricing framework and expected benefits to the Company, were placed before the Audit Committee for its review and consideration. The Audit Committee, after evaluating the transactions in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Related Party Transactions Policy and applicable governance standards, was satisfied that the proposed transactions are undertaken in the ordinary course of business (where applicable), are on an arm's-length basis, and are in the best interests of the Company and its shareholders, including minority shareholders. Accordingly, the Audit Committee recommended the transactions for approval by the Board of Directors.

Based on the recommendation of the Audit Committee, the Board of Directors reviewed and considered the commercial and strategic merits of the proposed transactions and noted that such transactions are driven by business requirements, support the Company's operational and strategic objectives, and are fair and reasonable from a commercial perspective. The Board, after due deliberation, approved the proposed transactions and recommends the relevant resolution(s) for approval by the Members of the Company.

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 for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT) as per Industrial Standards

Sl. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A Details of the Related Party and Transactions with the Related Party			
A (1) Basic details of the related party			
1.	Name of the related party	Lineage Power Private Limited	No Comments
2.	Country of incorporation of the related party	India	No Comments
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.	No Comments
A (2) Relationship and ownership of the related party			
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party	Lineage Power Private Limited is an unlisted material subsidiary of Pace Digitek Limited in which the Company holds 79.74% of the equity share capital. Mr. Venugopalrao Maddisetty and Ms. Padma Maddisetty hold 10.13% of shares in Lineage Power Private Limited respectively. Mr. Venugopalrao Maddisetty, Mrs. Padma Maddisetty and Mr. Rajiv Maddisetty are the Directors in Lineage Power Private Limited.	No Comments
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Pace Digitek Limited holds a direct equity stake of 79.74% in Lineage Power Private Limited. Mr. Venugopalrao Maddisetty and Ms. Padma Maddisetty hold 10.13% of shares in Lineage Power Private Limited respectively.	No Comments
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary)	Nil.	No Comments
A (3) Financial Performance of the related party			Amount (₹ in crore)

7.	Standalone turnover of the related party for each of the last three financial years:		No Comments
	FY 25-26	1,063.60	
	FY 24-25	628.53	
	FY 23-24	834.87	
8.	Standalone net worth of the related party for each of the last three financial years:		No Comments
	FY 25-26	205.27	
	FY 24-25	157.62	
	FY 23-24	97.44	
9.	Standalone net profits of the related party for each of the last three financial years:		No Comments
	FY 25-26	48.21	
	FY 24-25	60.22	
	FY 23-24	48.00	

A (4) Details of previous transactions with the related party

10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	Details of the transactions with the Listed Entity are for FY 25-26:		No Comments	
		Sl. No	Nature of Transactions		Amount (₹ in crore)
		1.	Sale of products/services		1.81
		2.	Management Consultancy		10.03
		3.	Payments made on behalf of		56.75
		4.	Engineering, Procurement and Construction Project Expenses		278.40
		5.	Rent Received		5.49
		Details of the transactions with the Listed Entity are for FY 24-25:			
		Sl. No	Nature of Transactions		Amount (₹ in crore)
		1.	Sale of products/services		2.75
2.	Management Consultancy	9.79			
3.	Payments made on behalf of	75.92			
4.	Engineering, Procurement and Construction Project Expenses	460.04			
Details of the transactions with the Listed Entity are for					

		FY 23-24: <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>24.74</td> </tr> <tr> <td>2.</td> <td>Engineering, Procurement and Construction Project Expenses</td> <td>708.62</td> </tr> </tbody> </table> <p>Details of the transactions of the Related Party with the M/s. Pace Renewable Energies Private Limited for FY 25-26 are: Nil</p> <p>Details of the transactions of the Related Party with the M/s. Pace Renewable Energies Private Limited for FY 24-25 are:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Balance Written Bank</td> <td>3.07</td> </tr> </tbody> </table> <p>Details of the transactions of the Related Party with the M/s. Pace Renewable Energies Private Limited for FY 23-24 are:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Engineering, Procurement and Construction Project Expenses</td> <td>1</td> </tr> </tbody> </table>	Sl. No	Nature of Transactions	Amount (₹ in crore)	1.	Sale of products/services	24.74	2.	Engineering, Procurement and Construction Project Expenses	708.62	Sl. No	Nature of Transactions	Amount (₹ in crore)	1.	Balance Written Bank	3.07	Sl. No	Nature of Transactions	Amount (₹ in crore)	1.	Engineering, Procurement and Construction Project Expenses	1	
Sl. No	Nature of Transactions	Amount (₹ in crore)																						
1.	Sale of products/services	24.74																						
2.	Engineering, Procurement and Construction Project Expenses	708.62																						
Sl. No	Nature of Transactions	Amount (₹ in crore)																						
1.	Balance Written Bank	3.07																						
Sl. No	Nature of Transactions	Amount (₹ in crore)																						
1.	Engineering, Procurement and Construction Project Expenses	1																						
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders)	The Audit committee and the Board has approved to carry on related party transactions upto the materiality limit amounting to Rs. 264.13 Crores in its meeting held on April 22, 2026.	No Comments																					
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	No Comments																					
13.	Any default, if any, made	Nil	No Comments																					

	by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.																																
A (5) Amount of the proposed transactions (All types of transactions taken together)																																	
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Details of the proposed transactions of Pace Digitek Limited with Lineage Power Private Limited: <table border="1" style="margin-left: 20px;"> <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>20</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> <td>3,500</td> </tr> <tr> <td>3.</td> <td>Rendering of Management Consultancy</td> <td>25</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> <td>60</td> </tr> <tr> <td>5.</td> <td>Interest Income on Corporate Guarantee</td> <td>5</td> </tr> <tr> <td>6.</td> <td>Interest Expense on Corporate Guarantee</td> <td>15</td> </tr> <tr> <td>7.</td> <td>Rental Expenses-Land & Building</td> <td>15</td> </tr> <tr> <td>8.</td> <td>Rental Expenses-Plant & Machinery</td> <td>10</td> </tr> <tr> <td colspan="2" style="text-align: right;">Total</td> <td>3,650</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	20	2.	Purchase of products/services	3,500	3.	Rendering of Management Consultancy	25	4.	Inter Corporate Loans	60	5.	Interest Income on Corporate Guarantee	5	6.	Interest Expense on Corporate Guarantee	15	7.	Rental Expenses-Land & Building	15	8.	Rental Expenses-Plant & Machinery	10	Total		3,650	No Comments
Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)																															
1.	Sale of products/services	20																															
2.	Purchase of products/services	3,500																															
3.	Rendering of Management Consultancy	25																															
4.	Inter Corporate Loans	60																															
5.	Interest Income on Corporate Guarantee	5																															
6.	Interest Expense on Corporate Guarantee	15																															
7.	Rental Expenses-Land & Building	15																															
8.	Rental Expenses-Plant & Machinery	10																															
Total		3,650																															
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	No Comments																														
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding	138.19% of the annual consolidated turnover of Pace Digitek Limited for the FY 2025-26.	No Comments																														

	financial year.																				
17.	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.	No Comments																		
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	343.17% of the annual standalone turnover of Lineage Power Private Limited for the FY 2025-26.	No Comments																		
B. Details for specific transactions																					
B(1). Basic Details of the proposed transaction																					
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 Lineage Power 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> <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> <tr> <td>7.</td> <td>Rental Expenses- Land & Building</td> </tr> <tr> <td>8.</td> <td>Rental Expenses- Plant & Machinery</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	7.	Rental Expenses- Land & Building	8.	Rental Expenses- Plant & Machinery	No Comments
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																				
7.	Rental Expenses- Land & Building																				
8.	Rental Expenses- Plant & Machinery																				
2.	Details of the proposed transaction	Details of the proposed transactions of Pace Digitek Limited with Lineage Power Private Limited: <table border="1"> <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>20</td> </tr> <tr> <td>2.</td> <td>Purchase of products/services</td> <td>3,500</td> </tr> <tr> <td>3.</td> <td>Rendering of Management Consultancy</td> <td>25</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	20	2.	Purchase of products/services	3,500	3.	Rendering of Management Consultancy	25	No Comments						
Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)																			
1.	Sale of products/services	20																			
2.	Purchase of products/services	3,500																			
3.	Rendering of Management Consultancy	25																			

		4.	Inter Corporate Loans	60									
		5.	Interest Income on Corporate Guarantee	5									
		6.	Interest Expense on Corporate Guarantee	15									
		7.	Rental Expenses-Land & Building	15									
		8.	Rental Expenses-Plant & Machinery	10									
			Total	3,650									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>Recurring nature and approval is sought for FY 26-27.</p> <p>The approval sought is not necessarily indicative of the expected transaction value for a single financial year. Certain transactions, including issuance of purchase orders, execution contracts, framework arrangements and project-based commitments, may span across multiple financial years depending upon business requirements, customer timelines and project execution schedules.</p>			No Comments								
4.	Indicative date / timeline for undertaking the transaction	<p>The proposed transactions are not one-time in nature and are expected to be recurring and ongoing, arising from time to time in the ordinary course of business based on operational, commercial and strategic requirements of the Company and the related parties. Given the continuous and evolving nature of the business requirements, the transactions may be entered into periodically during the course of business and accordingly no fixed or one-time tenure can be prescribed for the underlying arrangement. However, the present approval of the shareholders is being sought for the financial year 2026-27, within the overall limits specified in the resolution, and the transactions undertaken during this period shall be subject to applicable regulatory requirements, internal governance processes and periodic review by the Audit Committee and the Board of Directors.</p>			No Comments								
5.	Whether omnibus approval is being sought?	Yes			No Comments								
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions	<table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions</th> <th>Amount not exceeding (₹ in crore)</th> <th>Maximum value per transaction</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>20</td> <td>30</td> </tr> </tbody> </table>			Sl. No	Nature of Proposed Transactions	Amount not exceeding (₹ in crore)	Maximum value per transaction	1.	Sale of products/services	20	30	No Comments
Sl. No	Nature of Proposed Transactions	Amount not exceeding (₹ in crore)	Maximum value per transaction										
1.	Sale of products/services	20	30										

	during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	<table border="1"> <tbody> <tr> <td>2.</td> <td>Purchase of products/services</td> <td>3,500</td> <td>100</td> </tr> <tr> <td>3.</td> <td>Rendering/Availing of Management Consultancy</td> <td>25</td> <td>10</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> <td>60</td> <td>10</td> </tr> <tr> <td>5.</td> <td>Interest Income on Corporate Guarantee</td> <td>5</td> <td>2</td> </tr> <tr> <td>6.</td> <td>Interest Expense on Corporate Guarantee</td> <td>15</td> <td>2</td> </tr> <tr> <td>7.</td> <td>Rental Expenses Income- Land & Building</td> <td>15</td> <td>2</td> </tr> <tr> <td>8.</td> <td>Rental Expenses Income- Plant & Machinery</td> <td>10</td> <td>2</td> </tr> <tr> <td></td> <td>Total</td> <td>3,650</td> <td></td> </tr> </tbody> </table>	2.	Purchase of products/services	3,500	100	3.	Rendering/Availing of Management Consultancy	25	10	4.	Inter Corporate Loans	60	10	5.	Interest Income on Corporate Guarantee	5	2	6.	Interest Expense on Corporate Guarantee	15	2	7.	Rental Expenses Income- Land & Building	15	2	8.	Rental Expenses Income- Plant & Machinery	10	2		Total	3,650		
2.	Purchase of products/services	3,500	100																																
3.	Rendering/Availing of Management Consultancy	25	10																																
4.	Inter Corporate Loans	60	10																																
5.	Interest Income on Corporate Guarantee	5	2																																
6.	Interest Expense on Corporate Guarantee	15	2																																
7.	Rental Expenses Income- Land & Building	15	2																																
8.	Rental Expenses Income- Plant & Machinery	10	2																																
	Total	3,650																																	
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, the Certificate from the CFO has been obtained pursuant to the Para 3(2)(b) of these Minimum Industrial Standards.	No Comments																																
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	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. 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.	No Comments																																
9.	Details of the promoter(s)/ director(s) / key	Mr. Venugopalrao Maddisetty, Promoter, Chairman and Managing Director of Pace Digitek Limited is a Director	No Comments																																

	managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	of Lineage Power Private Limited.									
	(a)Name of the director / KMP	Ms. Padma Maddisetty and Mr. Rajiv Maddisetty, Promoters 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	Mr. Venugopalrao Maddisetty and Ms. Padma Maddisetty hold 10.13% of shares in Lineage Power Private Limited respectively.									
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.	Mr. Venugopalrao Maddisetty and Ms. Padma Maddisetty hold 10.13% of shares in Lineage Power Private Limited respectively.	No Comments								
	(a)Name of the director / KMP	<table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Percentage of holding in the listed entity</th> </tr> </thead> <tbody> <tr> <td>Venugopalrao Maddisetty</td> <td>23.18%</td> </tr> <tr> <td>Padma Maddisetty</td> <td>23.16%</td> </tr> <tr> <td>Rajiv Maddisetty</td> <td>11.60%</td> </tr> </tbody> </table>	Name of the Director	Percentage of holding in the listed entity	Venugopalrao Maddisetty	23.18%	Padma Maddisetty	23.16%	Rajiv Maddisetty	11.60%	
Name of the Director	Percentage of holding in the listed entity										
Venugopalrao Maddisetty	23.18%										
Padma Maddisetty	23.16%										
Rajiv Maddisetty	11.60%										
	(b)Shareholding of the director / KMP, whether direct or indirect, in the related party										
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No valuation report or external party report was obtained, as the nature of the transaction did not necessitate the same.	No Comments								
12.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	No Comments								
B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction											
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bidding or other process was conducted for selecting the party.	No Comments								
14.	Best bid / quotation received. If comparable	Not Applicable	No Comments								

	bids are available, disclose the price and terms offered.		
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable	No Comments
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The rationale for not inviting bids is grounded in the nature of the transaction, which is intended to leverage internal group capabilities to achieve operational efficiency, technical consistency, and timely execution of business requirements. The subsidiary's specialized capabilities in assembly integration, system packaging, and quality assurance specific to energy storage solutions provide inherent advantages in terms of coordination, reliability, and speed of execution, which are critical for the Company's project timelines and customer commitments.	The Audit Committee has, however, independently reviewed the terms of the transaction and is satisfied that despite the absence of a bidding process, the arrangement is fair, reasonable, and in the best interests of the Company and its Members.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Where comparable bids or market quotations are not available or practicable, a combination of qualitative and commercial factors, including intra-group strategic alignment, operational efficiencies, and demonstrable synergy benefits arising from the integrated group structure. In the present case, the transaction involves engagement within the Group, which has established capabilities in the manufacturing, assembly, integration, system packaging and quality assurance processes for Battery Energy Storage Systems (BESS) batteries and related components. The Audit Committee has considered that the value derived from such specialized intra-group capabilities, including reduced execution time, better technical compatibility, assured quality standards, and seamless coordination across the value chain, provides	In the absence of comparable market bids, the Audit Committee has relied on internal benchmarking, assessment of cost efficiencies, technical suitability, group-level synergies, and the overall ability of the

		measurable operational and commercial advantages that are not readily quantifiable through external bidding processes.	arrangement to enhance execution efficiency and support the Company's business objectives, while ensuring that the pricing and terms remain fair, reasonable and in the best interests of the Company and its Members.
B (3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction.	Internal accruals	No Comments
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:		No Comments
	Nature of indebtedness	Inter Corporate Loan	
	Total cost of borrowing	The loan shall be 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. The Company has not extended any inter-corporate loans since FY 2024-25. The proposed approval is being sought as an enabling approval to ensure that the Company has the necessary shareholder authorization in place to respond to any future business requirements efficiently, should such transactions be considered necessary and commercially appropriate during the financial year.	
20.	Material covenants of the proposed transaction	Nil	No Comments
21.	Interest rate charged on loans / intercorporate	The Company shall provide loans to its related party or any other party other than related party at a rate of 12%	No Comments

	deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: • To any party (other than related party): • To related party.	per annum.	
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	The rate of interest at which the related party borrows money from banks: <ul style="list-style-type: none"> • Canara Bank – 10.75% • IDBI- 8.95% • RBL- 8.95% • ICICI- 9.30% 	No Comments
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The rate of interest at which Pace Digitek Limited borrows money from banks: <ul style="list-style-type: none"> • Canara Bank – 10.75% • HDFC- 8.25% The rate of interest at which the subsidiary borrows money from banks: <ul style="list-style-type: none"> • Canara Bank – 10.75% • IDBI- 8.95% • RBL- 8.95% • ICICI- 9.30% 	No Comments
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12% per annum.	No Comments
25.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.	No Comments
26.	Repayment schedule & terms	The loan shall be payable as per the mutually agreed terms, including tenure, interest, and repayment schedule.	No Comments
27.	Whether secured or unsecured.	Unsecured	No Comments
28.	If secured, the nature of security & security	Not Applicable	No Comments

	coverage ratio.										
29.	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 related party.	No Comments								
30.	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="593 667 1201 882"> <tr> <td>Rating Agency</td> <td>Crisil Rating Limited</td> </tr> <tr> <td>Total Bank Loan Facilities Rated</td> <td>Rs. 200 Crore</td> </tr> <tr> <td>Long Term Rating</td> <td>Crisil A-/Stable (Assigned)</td> </tr> <tr> <td>Short Term Rating</td> <td>Crisil A2+ (Assigned)</td> </tr> </table>	Rating Agency	Crisil Rating Limited	Total Bank Loan Facilities Rated	Rs. 200 Crore	Long Term Rating	Crisil A-/Stable (Assigned)	Short Term Rating	Crisil A2+ (Assigned)	No Comments
Rating Agency	Crisil Rating Limited										
Total Bank Loan Facilities Rated	Rs. 200 Crore										
Long Term Rating	Crisil A-/Stable (Assigned)										
Short Term Rating	Crisil A2+ (Assigned)										
31.	Amount of total borrowings (long term and short-term) of the related party over the last three financial years (₹ in crore)		No Comments								
	FY 25-26	178.18									
	FY 24-25	77.53									
	FY 23-24	61.17									
32.	Interest rate paid on the borrowings by the related party from any party in the last three financial years.	The rate of interest at which the related party borrows money from banks: <ul style="list-style-type: none"> • Canara Bank – 10.75% • IDBI- 8.95% • RBL- 8.95% • ICICI- 9.30% 	No Comments								
33.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	There has been no such default in the last three financial years.	No Comments								
	FY 25-26										
	FY 24-25										
	FY 23-24										
Additional details relating to advances other than loan given by the listed entity or its subsidiary											
34.	Advances provided, their break-up and duration.	No advances have been provided during the preceding 12 months. Accordingly, no break-up or duration details are available.	No Comments								
35.	Advance as % of the total loan given during the preceding 12 months	Not applicable, as no loans or advances have been provided during the preceding 12 months.	No Comments								

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.



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

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.

The proposed limits represent enabling limits determined considering the scale of operations, projected business growth, operational requirements, long-term project execution timelines, future business opportunities and contingencies during the validity period of the approval. The approval sought is not necessarily indicative of the expected transaction value for a single financial year. Certain transactions, including issuance of purchase orders, execution contracts, framework arrangements and project-based commitments, may span across multiple financial years depending upon business requirements, customer timelines and project execution schedules.

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 ₹ 1,035 crore.

Post completion of the project awarded by Maharashtra State Electricity Generation Company Limited (**MAHAGENCO**) the related party (SPV) shall be intended to be closed.

The details of the proposed transactions are:

Nature of Proposed Transactions for FY 26-27	Purpose of entering into the Transaction	Proposed Tenure
---	---	------------------------

<p>Sale of products/services</p>	<p>The proposed project shall be executed through this consortium entity, which has been incorporated among the Companies (i) Ecoplanet Renewable Energy Private Limited, (ii) Solace Cogen Private Limited and (iii) Pace Digitek Limited. Pace Digitek Limited holds 60% , 26% is held by Ecoplanet Renewable Energy Private Limited, and 14% is held by Solace Cogen Private Limited.</p> <p>Ecoplanet Renewable Energy Private Limited and Solace Cogen Private Limited are independent third parties and are not related parties of the Company. These entities have come together solely for the purpose of executing the aforesaid project through the consortium entity.</p> <p>Under the proposed arrangement, the Company shall act as the EPC contractor and single-point execution partner for PESPL, coordinating and managing various project activities, including land procurement support, sourcing and supply of BOS components, and execution of civil, electrical and mechanical works. This arrangement is expected to facilitate timely implementation of the project, optimize operational efficiencies and ensure effective project management through Company's established expertise and resources.</p>	<p>Project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) is expected to be completed by March 2027.</p>
<p>Management Support Services</p>	<p>The Holding Company has engaged a team of skilled and experienced professionals who possess the necessary expertise to support various business functions in PESPL. Leveraging these</p>	<p>Project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) is expected to be completed by March 2027. Hence the Management Support</p>

	resources enables the Subsidiary Company to access specialized services without incurring the cost and time associated with hiring and maintaining a separate team. Accordingly, availing such services from the Holding Company is operationally efficient, cost-effective, and in the best interest of both the Holding Company and the Subsidiary Company.	Services shall be provided to PESPL during the said project period.
Inter Corporate Loans	The Company believes that providing financial support directly to the subsidiary is a commercially efficient mechanism for addressing its funding requirements. Such support enables greater flexibility, faster deployment of funds and better alignment with the subsidiary's operational needs compared to alternative financing arrangements. The other shareholders of PESPL holding 40% shares are not providing any inter corporate loans.	Project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) is expected to be completed by March 2027. The Inter corporate loans may be provided during the said tenure.
Reimbursement of LC & BG charges	<p>The Related Party, in the ordinary course of its business operations, is required to procure Letters of Credit (LCs), Bank Guarantees (BGs) and other similar banking instruments to support procurement of goods and services, execution of projects, fulfilment of contractual obligations, participation in tenders, and compliance with customer and vendor requirements.</p> <p>Such LC and BG facilities may be arranged through or in connection with group entities for operational convenience and to leverage existing banking relationships, credit lines, or treasury arrangements within the group.</p> <p>The proposed arrangement ensures that the Company bears only the</p>	Project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) is expected to be completed by March 2027.

	actual cost of such financial instruments incurred for its business requirements, thereby enabling smooth execution of commercial contracts and project commitments without disruption.	
--	---	--

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 ₹ 1,035 crore during Financial Year 2026-27.

The details of the proposed Related Party Transactions, including their nature, commercial rationale, business purpose, material terms, pricing framework and expected benefits to the Company, were placed before the Audit Committee for its review and consideration. The Audit Committee, after evaluating the transactions in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Related Party Transactions Policy and applicable governance standards, was satisfied that the proposed transactions are undertaken in the ordinary course of business (where applicable), are on an arm's-length basis, and are in the best interests of the Company and its shareholders, including minority shareholders. Accordingly, the Audit Committee recommended the transactions for approval by the Board of Directors.

Based on the recommendation of the Audit Committee, the Board of Directors reviewed and considered the commercial and strategic merits of the proposed transactions and noted that such transactions are driven by business requirements, support the Company's operational and strategic objectives, and are fair and reasonable from a commercial perspective. The Board, after due deliberation, approved the proposed transactions and recommends the relevant resolution(s) for approval by the Members of the Company.

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	Comments of the Audit Committee
A Details of the Related Party and Transactions with the Related Party			
A (1) Basic details of the related party			
1.	Name of the related party	Pace Ecoplanet Solace Private Limited	No comments
2.	Country of incorporation of the related party	India	No comments
3.	Nature of business of the	Pace Ecoplanet Solace Private Limited is involved in the	No comments

	related party	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.	
A (2) Relationship and ownership of the related party			
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party	Pace Ecoplanet Solace Private Limited is an unlisted subsidiary of Pace Digitek Limited in which the Company holds 60 % of the equity share capital.	No comments
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Pace Digitek Limited has a direct equity stake of 60% in Pace Ecoplanet Solace Private Limited.	No comments
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary)	Nil	No comments
A (3) Financial Performance of the related party			Amount (₹ in crore)
7.	Standalone turnover of the related party for each of the last three financial years:	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no transactions have been undertaken in the immediately preceding Financial Year.	No comments
	FY 25-26	The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO).	
	FY 24-25		
	FY 23-24		
8.	Standalone net worth of the related party for each of the last three financial years:	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no transactions have been undertaken in the immediately preceding Financial Year.	No comments
	FY 25-26	The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO).	
	FY 24-25		
	FY 23-24		

9.	Standalone net profits of the related party for each of the last three financial years:	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no transactions have been undertaken in the immediately preceding Financial Year. The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO).	No comments						
	FY 25-26								
	FY 24-25								
	FY 23-24								
A (4) Details of previous transactions with the related party									
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no transactions have been undertaken in the immediately preceding Financial Year. The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO).	No comments						
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders)	The Audit committee and the Board has approved to carry on related party transactions upto the materiality limit amounting to Rs. 264.13 Crores in its meeting held on April 22, 2026.	No comments						
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	No comments						
13.	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 or its subsidiary during the last three financial years.	Nil	No comments						
A (5) Amount of the proposed transactions (All types of transactions taken together)									
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Details of the proposed transactions of Pace Digitek Limited with Pace Ecoplanet Solace Private Limited:	No comments						
		<table border="1"> <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>1,000</td> </tr> </tbody> </table>		Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	1,000
		Sl. No		Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)				
1.	Sale of products/services	1,000							

		2.	Rendering/Availing of Management Consultancy	05	
		3.	Inter Corporate Loans	05	
		4.	Reimbursement of LC & BG charges	25	
		Total		1,035	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes			No comments
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	39.19 % of the annual consolidated turnover of Pace Digitek Limited for the FY 2025-26.			No comments
17.	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>			No comments
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	<p>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.</p> <p>The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO).</p>			No comments
B. Details for specific transactions					
B(1). Basic Details of the proposed transaction					

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" data-bbox="596 454 1115 707"> <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>Reimbursement of LC & BG charges</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.	Reimbursement of LC & BG charges	No Comments						
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	Details of the proposed transactions of Pace Digitek Limited with Pace Ecoplanet Solace Private Limited: <table border="1" data-bbox="596 781 1115 1245"> <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>1,000</td> </tr> <tr> <td>2.</td> <td>Rendering/Availing of Management Consultancy</td> <td>05</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> <td>05</td> </tr> <tr> <td>5.</td> <td>Reimbursement of LC & BG charges</td> <td>25</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td>1,035</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	1.	Sale of products/services	1,000	2.	Rendering/Availing of Management Consultancy	05	4.	Inter Corporate Loans	05	5.	Reimbursement of LC & BG charges	25	Total		1,035	No Comments
Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)																			
1.	Sale of products/services	1,000																			
2.	Rendering/Availing of Management Consultancy	05																			
4.	Inter Corporate Loans	05																			
5.	Reimbursement of LC & BG charges	25																			
Total		1,035																			
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) and the project is expected to be completed by March 2027.	No Comments																		
4.	Indicative date / timeline for undertaking the transaction	The said related party has been incorporated to execute the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) and the project is expected to be completed by March 2027.	No Comments																		
5.	Whether omnibus approval is being sought?	Yes	No Comments																		
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate	<table border="1" data-bbox="596 1771 1206 2020"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions for FY 26-27</th> <th>Amount not exceeding (₹ in crore)</th> <th>Maximum value per transaction</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>1,000</td> <td>100</td> </tr> </tbody> </table>	Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	Maximum value per transaction	1.	Sale of products/services	1,000	100	No Comments										
Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)	Maximum value per transaction																		
1.	Sale of products/services	1,000	100																		

	value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	<table border="1"> <tr> <td>3.</td> <td>Rendering/Availing of Management Consultancy</td> <td>05</td> <td>02</td> </tr> <tr> <td>4.</td> <td>Inter Corporate Loans</td> <td>05</td> <td>15</td> </tr> <tr> <td>5.</td> <td>Reimbursement of LC & BG charges</td> <td>25</td> <td>02</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td>1,035</td> <td></td> </tr> </table>	3.	Rendering/Availing of Management Consultancy	05	02	4.	Inter Corporate Loans	05	15	5.	Reimbursement of LC & BG charges	25	02	Total		1,035		
3.	Rendering/Availing of Management Consultancy	05	02																
4.	Inter Corporate Loans	05	15																
5.	Reimbursement of LC & BG charges	25	02																
Total		1,035																	
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, the Certificate from the CFO has been obtained pursuant to the Para 3(2)(b) of these Minimum Industrial Standards.	No Comments																
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	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. Pace Ecoplanet Solace Private Limited has been constituted as a Special Purpose Vehicle specifically for the purpose of executing the said project. The SPV facilitates effective collaboration and integration of the technical expertise, execution capabilities, and resources of the Company and its group entities.	No Comments																
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. (a) Name of the director / KMP (b) Shareholding of the director / KMP, whether direct or indirect, in the related party	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.	No Comments																

10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</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. Rajiv Maddisetty, Whole Time Director of Pace Digitek Limited is the Director of Pace Ecoplanet Solace Private Limited.</p> <table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Percentage of holding in the listed entity</th> </tr> </thead> <tbody> <tr> <td>Rajiv Maddisetty</td> <td>11.60%</td> </tr> </tbody> </table>	Name of the Director	Percentage of holding in the listed entity	Rajiv Maddisetty	11.60%	No Comments
Name of the Director	Percentage of holding in the listed entity						
Rajiv Maddisetty	11.60%						
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No valuation report or external party report was obtained, as the nature of the transaction did not necessitate the same.	No Comments				
12.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	No Comments				
B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction							
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bidding or other process was conducted for selecting the party, Since this SPV has been particularly formed for the performance of the project awarded by Maharashtra State Electricity Generation Company Limited (MAHAGENCO) and the project is expected to be completed by March 2027.	No Comments				
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable	No Comments				
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related	Not Applicable	No Comments				

	party compared to the best bid / quotation received.		
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The rationale for not inviting bids is grounded in the nature of the transaction, which is intended to leverage internal group capabilities to achieve operational efficiency, technical consistency, and timely execution of business requirements. The subsidiary's specialized capabilities in assembly integration, system packaging, and quality assurance specific to energy storage solutions provide inherent advantages in terms of coordination, reliability, and speed of execution, which are critical for the Company's project timelines and customer commitments.	The Audit Committee has, however, independently reviewed the terms of the transaction and is satisfied that despite the absence of a bidding process, the arrangement is fair, reasonable, and in the best interests of the Company and its Members.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	<p>Where comparable bids or market quotations are not available or practicable, the recommendation to the Audit Committee that the terms of the proposed Related Party Transaction are beneficial to the Company is based on a combination of qualitative and commercial factors, including intra-group strategic alignment, operational efficiencies, and demonstrable synergy benefits arising from the integrated group structure.</p> <p>In the present case, the transaction involves engagement within the Group, which has established capabilities in the manufacturing, assembly, integration, system packaging and quality assurance processes for Battery Energy Storage Systems (BESS) batteries and related components. The Audit Committee has considered that the value derived from such specialized intra-group capabilities, including reduced execution time, better technical compatibility, assured quality standards, and seamless coordination across the value chain, provides measurable operational and commercial advantages that are not readily quantifiable through external bidding</p>	In the absence of comparable market bids, the Audit Committee has relied on internal benchmarking, assessment of cost efficiencies, technical suitability, group-level synergies, and the overall ability of the arrangement to enhance execution efficiency and

		processes.	support the Company's business objectives, while ensuring that the pricing and terms remain fair, reasonable and in the best interests of the Company and its Members.
B (3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction.	Internal accruals	No Comments
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:		
	Nature of indebtedness	Inter Corporate Loan	No Comments
	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.	No Comments
	Tenure	One Year, renewable by mutual agreement of the parties.	No Comments
	Other Details	All relevant information forms a part of this disclosure setting out requisite facts. The Company has not extended any inter-corporate loans since FY 2024-25. The proposed approval is being sought as an enabling approval to ensure that the Company has the necessary shareholder authorization in place to respond to any future business requirements efficiently, should such transactions be considered necessary and commercially appropriate during the financial year.	No Comments
20.	Material covenants of the proposed transaction	Nil	No Comments
21.	Interest rate charged on loans / intercorporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the	The Company shall provide loans to its related party or any other party other than related party at a rate of 12% per annum.	No Comments

	subsidiary) in the last three financial years: • To any party (other than related party): • To related party.		
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable, as the related party has no external borrowings	No Comments
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The rate of interest at which Pace Digitek Limited borrows money from banks: <ul style="list-style-type: none"> • Canara Bank – 10.75% • HDFC- 8.25% The rate of interest at which the subsidiary borrows money from banks: <ul style="list-style-type: none"> • Canara Bank – 10.75% • IDBI- 8.95% • RBL- 8.95% • ICICI- 9.30% 	No Comments
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12% per annum.	No Comments
25.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.	No Comments
26.	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.	No Comments
27.	Whether secured or unsecured.	Unsecured	No Comments
28.	If secured, the nature of security & security coverage ratio.	Not Applicable	No Comments
29.	The purpose for which the funds will be utilized by the ultimate beneficiary of	The funds shall be applied towards the general business requirements of the related party.	No Comments

	such funds pursuant to the transaction.		
30.	Latest credit rating of the related party.	Not Obtained	No Comments
31.	Amount of total borrowings (long term and short-term) of the related party over the last three financial years	Nil, since Pace Ecoplanet Solace Private Limited was incorporated in January 2026 and no borrowings have been undertaken for the reporting period.	No Comments
	FY 25-26		
	FY 24-25		
	FY 23-24		
32.	Interest rate paid on the borrowings by the related party from any party in the last three financial years.	Not Applicable	No Comments
33.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	Not Applicable	No Comments
	FY 25-26		
	FY 24-25		
	FY 23-24		
Additional details relating to advances other than loan given by the listed entity or its subsidiary			
34.	Advances provided, their break-up and duration.	No advances have been provided during the preceding 12 months. Accordingly, no break-up or duration details are available.	No Comments
35.	Advance as % of the total loan given during the preceding 12 months	Not applicable, as no loans or advances have been provided during the preceding 12 months.	No Comments

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 details of the proposed transactions are:

Nature of Proposed Transactions for FY 26-27	Purpose of entering into the Transaction	Proposed Tenure
Sale of products/services	<p>Under the proposed structure, the related party shall undertake end-to-end engineering, procurement, construction, installation, and commissioning of the BESS assets.</p> <p>The related party will also provide long-term operations and maintenance (O&M) services for the BESS facilities for a defined term of years. The O&M services will include performance monitoring, preventive and corrective maintenance, battery health management, system optimization, and ensuring compliance with operational performance standards and grid requirements.</p>	<p>The project awarded by the Karnataka Power Transmission Corporation Limited (KPTCL) is on the model of Build-own operate (BOO) having a Battery Energy Storage Purchase Agreement (BESPA) with KPTCL for period of 12 years.</p>
Management Support Services	<p>The Holding Company has engaged a team of skilled and experienced professionals who possess the necessary expertise to support various business functions. Leveraging these</p>	<p>The project awarded by the Karnataka Power Transmission Corporation Limited (KPTCL) is on the model of Build-own operate</p>

	resources enables the Subsidiary Company to access specialized services without incurring the cost and time associated with hiring and maintaining a separate team. Accordingly, availing such services from the Holding Company is operationally efficient, cost-effective, and in the best interest of both the Holding Company and the Subsidiary Company.	(BOO) having a Battery Energy Storage Purchase Agreement (BESPA) with KPTCL for period of 12 years.
Inter Corporate Loans	The Company believes that providing financial support directly to the subsidiary is a commercially efficient mechanism for addressing its funding requirements. Such support enables greater flexibility, faster deployment of funds and better alignment with the subsidiary's operational needs compared to alternative financing arrangements.	The project awarded by the Karnataka Power Transmission Corporation Limited (KPTCL) is on the model of Build-own operate (BOO) having a Battery Energy Storage Purchase Agreement (BESPA) with KPTCL for period of 12 years.
Reimbursement of LC & BG charges	<p>The Related Party, in the ordinary course of its business operations, is required to procure Letters of Credit (LCs), Bank Guarantees (BGs) and other similar banking instruments to support procurement of goods and services, execution of projects, fulfilment of contractual obligations, participation in tenders, and compliance with customer and vendor requirements.</p> <p>Such LC and BG facilities may be arranged through or in connection with group entities for operational convenience and to leverage existing banking relationships, credit lines, or treasury arrangements within the group.</p> <p>The proposed arrangement ensures that the Company bears only the actual cost of such financial instruments incurred for its business requirements, thereby enabling smooth execution of commercial contracts and project commitments without disruption.</p>	The project awarded by the Karnataka Power Transmission Corporation Limited (KPTCL) is on the model of Build-own operate (BOO) having a Battery Energy Storage Purchase Agreement (BESPA) with KPTCL for period of 12 years.

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.

Based on the recommendation of the Audit Committee, the Board of Directors reviewed and considered the commercial and strategic merits of the proposed transactions and noted that such transactions are driven by business requirements, support the Company's operational and strategic objectives, and are fair and reasonable from a commercial perspective. The Board, after due deliberation, approved the proposed transactions and recommends the relevant resolution(s) for approval by the Members of the Company.

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-POD2/1/3762/2026 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	Comments of the Audit Committee
A Details of the Related Party and Transactions with the Related Party			
A (1) Basic details of the related party			
1.	Name of the related party	Inso Pace Private Limited	No Comments
2.	Country of incorporation of the related party	India	No Comments
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.	No Comments
A (2) Relationship and ownership of the related party			
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party	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.	No Comments
5.	Shareholding or contribution % or profit & loss sharing % of the	Pace Digitek Limited holds a direct equity stake of 51% in Inso Pace Private Limited.	No Comments

	listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.																				
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary)	Nil	No Comments																		
A (3) Financial Performance of the related party		Amount (₹ in crore)																			
7.	Standalone turnover of the related party for each of the last three financial years:																				
	FY 25-26	0.00	No Comments																		
	FY 24-25	0.00	No Comments																		
	FY 23-24	0.00	No Comments																		
8.	Standalone net worth of the related party for each of the last three financial years:																				
	FY 25-26	0.02	No Comments																		
	FY 24-25	0.09	No Comments																		
	FY 23-24	(0.02)	No Comments																		
9.	Standalone net profits of the related party for each of the last three financial years:																				
	FY 25-26	(0.06)	No Comments																		
	FY 24-25	0.29	No Comments																		
	FY 23-24	(0.01)	No Comments																		
A (4) Details of previous transactions with the related party																					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	<p>Details of the transactions with the Listed Entity are for FY 25-26:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for FY 25-26</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Loan Given</td> <td>0.25</td> </tr> </tbody> </table> <p>Details of the transactions with the Listed Entity are for FY 24-25:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Advance Given</td> <td>0.02</td> </tr> </tbody> </table> <p>Details of the transactions with the Listed Entity are for FY 23-24:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Transactions for FY 25-26</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 25-26	Amount (₹ in crore)	1.	Loan Given	0.25	Sl. No	Nature of Transactions	Amount (₹ in crore)	1.	Advance Given	0.02	Sl. No	Nature of Transactions for FY 25-26	Amount (₹ in crore)	1.	Advance Given	0.02	No Comments
Sl. No	Nature of Transactions for FY 25-26	Amount (₹ in crore)																			
1.	Loan Given	0.25																			
Sl. No	Nature of Transactions	Amount (₹ in crore)																			
1.	Advance Given	0.02																			
Sl. No	Nature of Transactions for FY 25-26	Amount (₹ in crore)																			
1.	Advance Given	0.02																			

		Details of the transactions with the subsidiaries of the Listed Entity for during each of the last three financial years are: Nil																			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders)	The Audit committee and the Board has approved to carry on related party transactions upto the materiality limit amounting to Rs. 264.13 Crores in its meeting held on April 22, 2026.	No Comments																		
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	No Comments																		
13.	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 or its subsidiary during the last three financial years.	Nil	No Comments																		
A (5) Amount of the proposed transactions (All types of transactions taken together)																					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Details of the proposed transactions of Pace Digitek Limited with Inso Pace Private Limited: <table border="1" data-bbox="678 1299 1197 1904"> <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>4.</td> <td>Reimbursement of LC & BG charges</td> <td>05</td> </tr> <tr> <td colspan="2">Total</td> <td>910</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	4.	Reimbursement of LC & BG charges	05	Total		910	No Comments
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																			
4.	Reimbursement of LC & BG charges	05																			
Total		910																			
15.	Whether the proposed transactions taken together with the transactions undertaken with the	Yes	No Comments																		

	related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?														
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	34.45 % of the annual consolidated turnover of Pace Digitek Limited for the FY 2025-26.	No Comments												
17.	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.	No Comments												
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	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.	No Comments												
B. Details for specific transactions															
B(1). Basic Details of the proposed transaction															
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 Inso Pace 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> <tr> <td>2.</td> <td>Management Consultancy</td> </tr> <tr> <td>3.</td> <td>Inter Corporate Loans</td> </tr> <tr> <td>4.</td> <td>Reimbursement of LC & BG charges</td> </tr> </tbody> </table>	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	No Comments		
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	Details of the proposed transactions with Inso Pace Private Limited: <table border="1"> <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</td> <td>200</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	200	No Comments
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	200													

		<table border="1"> <tr> <td></td> <td>Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)</td> <td></td> </tr> <tr> <td>4.</td> <td>Reimbursement of LC & BG charges</td> <td>05</td> </tr> <tr> <td colspan="2" style="text-align: right;">Total</td> <td>910</td> </tr> </table>		Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)		4.	Reimbursement of LC & BG charges	05	Total		910								
	Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)																		
4.	Reimbursement of LC & BG charges	05																	
Total		910																	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>Approval is sought for FY 26-27.</p> <p>The project awarded by the Karnataka Power Transmission Corporation (KPTCL) is on the model of Build-own operate (BOO) having a Battery Energy Storage Purchase (BESPA) with KPTCL for period of 12 years.</p>	No Comments																
4.	Indicative date / timeline for undertaking the transaction	<p>The timeline to undertake the transaction is during the FY 26-27.</p> <p>The project awarded by the Karnataka Power Transmission Corporation Limited (KPTCL) is on the model of Build-own operate (BOO) having a Battery Energy Storage Purchase (BESPA) with KPTCL for period of 12 years.</p>	No Comments																
5.	Whether omnibus approval is being sought?	Yes	No Comments																
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	<table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature of Proposed Transactions for FY 26-27</th> <th>Amount not exceeding (₹ in crore)</th> <th></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of products/services</td> <td>700</td> <td>100</td> </tr> <tr> <td>2.</td> <td>Management Consultancy</td> <td>05</td> <td>2</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> <td>200</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	100	2.	Management Consultancy	05	2	3.	Inter Corporate Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)	200	200	No Comments
Sl. No	Nature of Proposed Transactions for FY 26-27	Amount not exceeding (₹ in crore)																	
1.	Sale of products/services	700	100																
2.	Management Consultancy	05	2																
3.	Inter Corporate Loans/ Investments (Out of which Project Finance for an amount not exceeding ₹ 175 crore)	200	200																

		4.	Reimbursement of LC & BG charges	05	2	
		Total		910		
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, the Certificate from the CFO has been obtained pursuant to the Para 3(2)(b) of these Minimum Industrial Standards.				No Comments
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	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.				No Comments
9.	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, Promoter, Chairman and Managing Director of Pace Digitek Limited is a Director of Inso Pace Private Limited.				No Comments
	(a) Name of the director / KMP	Ms. Padma Maddisetty, Promoter, Whole Time Director of Pace Digitek Limited is a Directors of Inso Pace Private Limited.				
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Venugopalrao Maddisetty hold 49% of shares in Inso Pace Private Limited.				
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.	Mr. Venugopalrao Maddisetty hold 49% of shares in Inso Pace Private Limited.				No Comments
	(a) Name of the director / KMP	Name of the Director		Percentage of holding in the listed entity		
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Venugopalrao Maddisetty		23.18%		
		Padma Maddisetty		23.16%		
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No Valuation Report or External party Report was obtained, as the nature of the transaction did not necessitate the same.				No Comments
12.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.				No Comments

B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bidding or other process was conducted for selecting the party.	No Comments
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not Applicable	No Comments
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not Applicable	No Comments
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The rationale for not inviting bids is grounded in the nature of the transaction, which is intended to leverage internal group capabilities to achieve operational efficiency, technical consistency, and timely execution of business requirements. The subsidiary's specialized capabilities in assembly integration, system packaging, and quality assurance specific to energy storage solutions provide inherent advantages in terms of coordination, reliability, and speed of execution, which are critical for the Company's project timelines and customer commitments.	The Audit Committee has, however, independently reviewed the terms of the transaction and is satisfied that despite the absence of a bidding process, the arrangement is fair, reasonable, and in the best interests of the Company and its Members.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Where comparable bids or market quotations are not available or practicable, a combination of qualitative and commercial factors, including intra-group strategic alignment, operational efficiencies, and demonstrable synergy benefits arising from the integrated group structure. In the present case, the transaction involves	In the absence of comparable market bids, the Audit Committee has relied on internal benchmarking,

		<p>engagement within the Group, which has established capabilities in the manufacturing, assembly, integration, system packaging and quality assurance processes for Battery Energy Storage Systems (BESS) batteries and related components. The Audit Committee has considered that the value derived from such specialized intra-group capabilities, including reduced execution time, better technical compatibility, assured quality standards, and seamless coordination across the value chain, provides measurable operational and commercial advantages that are not readily quantifiable through external bidding processes.</p>	<p>assessment of cost efficiencies, technical suitability, group-level synergies, and the overall ability of the arrangement to enhance execution efficiency and support the Company's business objectives, while ensuring that the pricing and terms remain fair, reasonable and in the best interests of the Company and its Members.</p>
B (3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction.	Internal accruals	No Comments
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify:		
	Nature of indebtedness	Inter Corporate Loan	No Comments
	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.	No Comments
	Tenure	One Year, renewable by mutual agreement of the parties.	No Comments
	Other Details	<p>All relevant information forms a part of this disclosure setting out requisite facts.</p> <p>The Company has not extended any inter-corporate loans since FY 2024-25. The proposed approval is being sought as an enabling approval to ensure that the Company has the necessary shareholder authorization in place to respond to</p>	No Comments

		any future business requirements efficiently, should such transactions be considered necessary and commercially appropriate during the financial year.	
20.	Material covenants of the proposed transaction	Nil	No Comments
21.	Interest rate charged on loans / intercorporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: • To any party (other than related party): • To related party.	The Company shall provide loans to its related party or any other party other than related party at a rate of 12% per annum.	No Comments
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable, as the related party has no external borrowings	No Comments
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The rate of interest at which Pace Digitek Limited borrows money from banks: • Canara Bank – 10.75% • HDFC- 8.25% The rate of interest at which the subsidiary borrows money from banks: • Canara Bank – 10.75% • IDBI- 8.95% • RBL- 8.95% • ICICI- 9.30%	No Comments
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	12% per annum.	No Comments
25.	Maturity / due date.	The transaction shall have a pre-defined tenure, subject to extension or renewal based on mutual consent and requisite company approvals.	No Comments
26.	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.	No Comments
27.	Whether secured or unsecured.	Unsecured	No Comments

28.	If secured, the nature of security & security coverage ratio.	Not Applicable	No Comments
29.	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.	No Comments
30.	Latest credit rating of the related party.	Not Obtained	No Comments
31.	Amount of total borrowings (long term and short-term) of the related party over the last three financial years		No Comments
	FY 25-26	0.25	
	FY 24-25	Nil	
	FY 23-24	0.31	
32.	Interest rate paid on the borrowings by the related party from any party in the last three financial years.	Nil	No Comments
33.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	None	No Comments
	FY 25-26		
	FY 24-25		
	FY 23-24		
Additional details relating to advances other than loan given by the listed entity or its subsidiary			
34.	Advances provided, their break-up and duration.	No advances have been provided during the preceding 12 months. Accordingly, no break-up or duration details are available.	No Comments
35.	Advance as % of the total loan given during the preceding 12 months	Not applicable, as no loans or advances have been provided during the preceding 12 months.	No Comments
B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary			
36.	Source of funds in connection with the proposed transaction.	Internal accruals of the Company	No Comments
37.	Purpose for which funds shall be utilized by the investee company.	<p>The funds proposed to be infused by the Company into the investee entity for the development of the project awarded under the contract with KPTCL.</p> <p>The proceeds shall be utilized exclusively for project-related purposes, including engineering, procurement, construction, installation, testing, and commissioning of the project infrastructure, as well as other expenditures directly attributable</p>	No Comments

		to project execution. Due to the said investments, the Equity holding of the Company would be increased.	
38.	Where any financial indebtedness is incurred to make investment, specify the following:		
	a. Nature of indebtedness	Nil	No Comments
	b. Total cost of borrowing	Nil	
	c. Tenure	Nil	
	d. Other details	Nil	
39.	Material covenants of the proposed transaction	Nil	No Comments
40.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Not Obtained	No Comments
41.	Expected annualised returns	The expected return will be in the form of fixed capacity charges from the project, subject to actual project performance and contractual revenues under the KPTCL PPA agreement.	No Comments
42.	Returns on past investments in the related party over the last three financial years	There have been no prior investments made by the Company in the investee entity during the last three financial years.	No Comments
43.	Details of asset-liability mismatch position, if any, post investment	Nil	No Comments
44.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Nil	No Comments

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 and 5

The Company believes that equity-based compensation plans are an effective tool to reward and retain talent working with the Company. With a view to motivate and incentivize key talent, the Company proposes to implement, through the **direct route**, an employee stock option scheme namely **PACE DIGITEK EMPLOYEE STOCK OPTION PLAN 2026' (PDL ESOP 2026)** ("**Scheme**") covering eligible employees of the Company and it's subsidiaries, whether in India or overseas.

In view of the above, the Members may kindly note that the Company proposes to introduce an Employee Stock Option Plan for its employees, to be known as the **PACE DIGITEK EMPLOYEE STOCK OPTION PLAN (PDL ESOP 2026)** ("**Scheme**"). ESOP's can serve as an effective non-cash incentive, help reduce attrition, and foster a sense of ownership among employees, particularly those in leadership, strategic, and technical roles.

The Nomination Remuneration Committee and the Board at their respective meetings held on **June 20, 2026** had considered, approved and recommend the same for the shareholder's approval. The salient features and other details of the "Proposed Scheme" as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

Under the PDL ESOP 2026 (Scheme) every grant of options shall be governed by a vesting schedule and such other terms as may be determined by the Nomination and Remuneration Committee ("NRC") at the time of each grant. Upon vesting, the employees may exercise the vested options within the prescribed exercise period. Each option shall be convertible into one equity share of the Company.

The Company shall issue fresh equity shares directly to the eligible employees upon exercise of vested options, subject to fulfilment of applicable conditions, including payment of the exercise price and applicable taxes.

The Nomination and Remuneration Committee shall be responsible for the administration and supervision of the PDL ESOP 2026 (Scheme). All questions of interpretation of the Scheme shall be determined by the NRC and such determination shall be final and binding on all persons having an interest in the Scheme.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the salient features of the ESOP Scheme are provided in the table below:

The disclosure required under applicable provisions of Companies Act read with Rules made thereunder and Regulation 6(2) read with Part C of the Schedule I of the SEBI SBEB & SE Regulations are as under:

Brief description of the scheme: The Scheme is designed to reward employees through grant of stock options which may vest over a period of time and be exercised into equity shares.

The total number of options, shares or benefits, as the case may be, to be offered and granted: The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme proposed shall not exceed 20,00,000 (Twenty lakhs) and Options shall be convertible into equal number of shares not exceeding 20,00,000 (Twenty lakhs) Equity Shares having face value of Rs. 2/- each.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, shall be added back to the pool and shall be available for re-grant under the Scheme unless otherwise determined by the Board, in accordance with the Applicable Laws. Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of Corporate Action.

Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s): Subject to determination or selection by the NRC, employee(s) as defined under Regulation 2(1)(i) of the SEBI SBEB& SE



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

Regulations, as amended from time to time, shall be eligible to participate and be beneficiaries in the PDL ESOP 2026 (Scheme).

Requirements of vesting and period of vesting: All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (One) year** and not later than the maximum vesting period of **4 (Four) years** from the date of grant

The vesting of Options shall be contingent upon the employee's continued employment with the Company. In addition, the Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter given to the Option grantee at the time of grant of Options.

The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee:

In case of termination due to performance as determined by the NRC, all Options which are Unvested shall stand cancelled on the date of such termination. With respect to the Options that are Vested as on the date of termination such Eligible Employee may be entitled to retain and Exercise before the last date of employment.

In case of voluntary resignation by the Eligible Employee, all Options which are Vested on the date of resignation shall be exercised by the Eligible Employee within the Exercise Period or before the last date of employment, whichever is later.

All Options which are Unvested on the date of resignation of the Option grantee shall stand cancelled from the date of resignation unless otherwise determined by the NRC.

In the event that the Eligible Employee, who has been granted Options under this Plan, is transferred or deputed to a subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of the grant shall continue in case of such transferred or deputed employee even after such transfer or deputation.

In case of any medical reason, all the Vested Options on the date of separation would be immediately exercised by the Eligible Employee, subject to the satisfaction of vesting conditions determined by the NRC. All Unvested Option would Vest on the date of separation. All such Vested Options should be exercised within the prescribed Exercise Period but before the date of separation or within such period the NRC may determine.

In the event of cessation of employment due to Permanent Incapacitation of an Option grantee while on employment, all the Options shall Vest in him on the date of such cessation, subject to the satisfaction of vesting conditions prescribed by the NRC All such Vested Options should be exercised within the prescribed Exercise Period but before the date of separation or such date that the NRC may determine.

In the event of death of the Eligible Employee whilst in employment, all Options shall Vest in the legal heirs or nominees of the deceased Eligible Employee on that day. All such Vested Options should be exercised within the period of 6 months by the nominee or the legal heir, as the case may be.

Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested: Options granted pursuant to this PDL ESOP 2026 (Scheme) would vest not earlier than one year and not more than Four (4) Years from the date of grant of such options subject to fulfillment of performance conditions in all or in certain cases.



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

Exercise price, SAR price, purchase price or pricing formula: Subject to the provisions of the PDL ESOP 2026 (Scheme) and applicable law, the exercise price of the options is to be determined by the NRC at its discretion and will be intimated to the participant in the grant letter / agreement.

The Committee shall be free to determine the exercise price which may be the market price or a lower price (but not lower than the face value of the shares), subject to such exercise price conforming to the SEBI SBEB & SE Regulations.

Exercise period/offer period and process of exercise/acceptance of offer: The vested Options can be exercised within such time period as given under the Scheme, wholly or partially by submitting an exercise application, in the mode and manner as prescribed by the Board from time to time. The mode and manner of the exercise shall be directly communicated to the grantee individually by the Board from time to time.

The appraisal process for determining the eligibility of employees for the scheme(s): NRC shall, based on appropriate criteria (e.g. behaviour of the employee, longevity, performance of the individual, criticality of the job, availability of the talent, Annual Operating Plan, etc.) decide on the Employees who are eligible for the Options under the Plan and the terms and conditions thereof.

The NRC may in its absolute discretion vary or modify such criteria, quantum, selection of employees and/ or any other terms and conditions for granting any Options to any Employee or class of Employees.

Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any: The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 20,00,000 and Options shall be convertible into equal number of Shares not exceeding 20,00,000 (Twenty lakhs) Equity Shares having face value of Rs. 2/- each.

The options granted to an eligible employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

The Nomination and Remuneration Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders by Special Resolution.

Maximum quantum of benefits to be provided per employee under a scheme(s):

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme. Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme

Whether the scheme(s) is to be implemented and administered directly by the company or through a trust: The scheme has been implemented and administered directly by the Company.

Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both: The Scheme shall be implemented through the direct route and shall involve fresh issue of equity shares by the Company upon exercise of stock options by the eligible employees. The Scheme does not involve any secondary acquisition of shares through a trust.

The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc: The Company shall implement the ESOP Scheme through the direct route and accordingly, no loan is proposed to be provided by the Company for implementation of the Scheme through a trust. Hence, disclosures relating to the amount of loan, tenure, utilization and repayment terms are not applicable.



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

Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s): The Scheme shall be implemented through the direct route and does not involve any secondary acquisition of shares through a trust. Accordingly, the disclosure relating to maximum percentage of secondary acquisition is not applicable.”

A statement to the effect that the company shall conform to the accounting policies specified in regulation 15: The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

The method which the company shall use to value its options: The Company shall use the **Black-Scholes Option Pricing Model** for determining the fair value of the stock options granted under the Scheme for the purpose of computing the employee compensation cost, in accordance with the applicable accounting standards.

The Grand Price/ Exercise Price shall neither be less than the face value of the share nor more than the fair market value of the share on the Date of Grant as determined by the Nomination and Remuneration committee.

Disclosure in case of Adoption of Intrinsic Value Method:

Since the Company proposes to account for share-based employee benefits using the **fair value method**, the disclosure relating to the difference between the intrinsic value and fair value of stock options, as specified under Regulation 15 of the SBEB Regulations, is presently not applicable.

However, if at any time the Company opts to account for share-based employee benefits using the **intrinsic value method**, the difference between the employee compensation cost so computed and the employee compensation cost that would have been recognized had the **fair value method** been used shall be disclosed in the Board's Report. The impact of such difference on the profits of the Company and on its Earnings Per Share ("EPS") shall also be disclosed in the Board's Report.

Period of lock-in.: The Shares allotted pursuant to the exercise of the Options shall not be subject to any lock-in period from the date of allotment, except where such exercise is pursuant to the listing of the Equity Shares of the Company.

The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct: The vested options shall lapse if the employee fails to exercise the options within the prescribed exercise period or within such period as may be permitted by the Nomination and Remuneration Committee, and in case of termination of employment due to misconduct, fraud, embezzlement, breach of confidentiality, wilful misconduct, material breach of employment terms or conviction for an offence involving moral turpitude, fraud or misrepresentation, all vested and unvested options held by such employee shall stand terminated with immediate effect, as provided under the Scheme.

Terms & conditions for buyback, if any, of specified securities covered under these regulations: The NRC will determine the procedure for buy-back of the options granted under the PDL ESOP 2026 (Scheme), if to be undertaken at any time by the Company, and the applicable terms and conditions are to be in accordance with the applicable laws.

Further, in terms of Section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SBEB Regulations, the implementation of the PDL ESOP 2026 (Scheme) and grant of Options to the employees of the Company require approval of the members by way of a special resolution. Therefore, the approval of the members of the Company is being sought to pass the special resolution as set out at Item No. 4 and 5.



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

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under PDL ESOP 2026 (Scheme).

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolutions as set out at item no. 4 and 5, of this Notice, for the approval of the members of the Company.

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: June 22, 2026

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

CIN: L31909KA2007PLC041949

Email: cs@pacedigitek.com, **Telephone:** +91 80 29547792

Website: www.pacedigitek.com