



**PACE AUTOMATION LIMITED**  
**35<sup>TH</sup> ANNUAL REPORT**  
**FY 2024-2025**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. S. G. Chandru (DIN: 00814605)	Managing Director
Ms. Malathi Gopalakrishnan (DIN: 00841108)	Non-Executive Director
Mrs. Raghavan Suguna (DIN: 06601230)	Independent Director
Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) (W. e. f 28 <sup>th</sup> January 2025)	Independent Director
Mr. Venkateswaran Krishnaswamy (DIN: 00001899) (Up to 6 <sup>th</sup> September 2025)	Independent Director
Mr. Pramod Prabhakar Pange (DIN: 07381530) (W. e. f 05 <sup>th</sup> April 2025)	Executive Director

**KEY MANAGERIAL PERSONNEL (KMP)**

Mrs. Sweety Goyal	Company Secretary
Mr. Avudairaj	Chief Financial Officer

**AUDIT COMMITTEE**

Mrs. Raghavan Suguna	Chairperson
Mrs. Sangeeta Ganpat Panchal	Member
Ms. Malathi Gopalakrishnan	Member

**STAKEHOLDER RELATIONSHIP COMMITTEE**

Ms. Malathi Gopalakrishnan	Chairperson
Mrs. Sangeeta Ganpat Panchal	Member
Mr. S. G. Chandru	Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mrs. Raghavan Suguna	Chairperson
Mrs. Sangeeta Ganpat Panchal	Member
Ms. Malathi Gopalakrishnan	Member

**STATUTORY AUDITORS**

**M/s. Vivekanandan Associates,**  
Chartered Accountants,  
22/1, 1<sup>st</sup> Cross Street, Raghavan Colony  
Ashok Nagar  
Chennai, Tamil Nadu – 600083  
Email Id: vaca1990@gmail.com

**SECRETARIAL AUDITOR**

**Mrs. Narasimhan Srividhya**  
Practicing Company Secretary,  
Door No: 52, Sundarabhavanam Apts  
4<sup>th</sup> Avenue, Ashok Nagar,  
Chennai, Tamil Nadu – 600083  
Email Id: srividhya0806@gmail.com

**INTERNAL AUDITOR**

**T.S.R. Sivasubramanian, FCA**

F Flat No. 4-E, Block-3, Ceebros Orchid, 263/33  
Velachery Main Road, Velachery, Chennai-600042

**Principal Bankers**

ICICI Bank, Adyar, Chennai  
Canara Bank, T. Nagar, Chennai

**Registrars & Share Transfer Agents**

**Cameo Corporate Services Limited**  
Subramanian Building, #1, Club House  
Road, Anna Salai, Chennai - 600002  
Phone: 044-28460390  
Email: cameo@cameoindia.com

**Stock Exchange Where Company's Securities Are Listed**

Metropolitan Stock Exchange of India Limited (MSEI)

**Registered Office Address and Contact Details**

No. 2, III Street, Parameswari Nagar, Adyar, Chennai-600020, Tamil Nadu

**Email:** srinivasan@paceautomation.com

**Website:** www.paceautomation.com

**Investor Relations Email ID:** srinivasan@paceautomation.com

**Contact Number:** +91 9940081528

**Corporate Identity Number (CIN):** L29141TN1989PLC018133

**TABLE OF CONTENTS**

<b>Contents</b>	<b>Page No.</b>
<b>Corporate Information</b>	1-2
<b>Notice to Members of the Annual General Meeting (AGM)</b>	4-33
<b>Board's Report</b>	34-54
<b>Annexures to the Board's Report</b>	
Form No. AOC-2	55
Management Discussion and Analysis Report	56-59
Secretarial Audit Report	60-69
<b>Certificate on Non-Disqualification of Directors</b>	70-71
<b>Financial Statements and Auditor's Report</b>	
Independent Auditor's Report on Financial Statements	72-82
Balance Sheet	83
Statement of Profit and Loss	84
Statement of Cash Flows	85
Material Accounting Policies and Notes forming part of Financial Statements	86-104

**NOTICE OF THE ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting (AGM) of the Members of Pace Automation Limited (the Company) will be held on Friday, 26<sup>th</sup> day of September, 2025 through Video Conference ('VC') or Other Audio-Visual Means ('OAVM') at 04:00 P.M (IST) to transact the following businesses:

**Ordinary Businesses:****Item No. 1: Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as on 31<sup>st</sup> March 2025, Profit and Loss A/c and Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2025 together with the Report of the Board of Directors and the Auditors' thereon by way of an Ordinary Resolution.

**Item No. 2: To appoint a Director in place of Ms. Malathi Gopalakrishnan (DIN: 00841108) who retires from office by rotation and being eligible offers herself for re-appointment:**

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

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the re-appointment of Ms. Malathi Gopalakrishnan (DIN: 00841108), Non-Executive Director, who retires from office by rotation and being eligible offers herself for re-appointment.

**Special Businesses:****Item No. 3: Appointment of Mrs. N. Srividhya, A Peer Reviewed Practicing Company Secretary as the Secretarial Auditor of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and

based on the recommendations of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to appoint Mrs. N. Srividhya, (Membership No: A34428; COP No: 14058), a Peer Reviewed Practicing Company Secretary, Chennai, as the Secretarial Auditor of the Company for a 1<sup>st</sup> (first) term of five (5) financial years to hold office from the conclusion of this 35<sup>th</sup> Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030 on such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred by her in connection with Secretarial Audit of the Company, and as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to take such steps, in relation to the above resolution and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies and/or with any other authorities under the Ministry of Corporate Affairs (MCA).”

**Item No. 4: Re-appointment of Mr. S G Chandru (DIN: 00814605) as the Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (‘the Act’) including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules, all the applicable provisions/regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company and pursuant to the recommendation and approval respectively of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”), consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. S G Chandru (DIN: 00814605), as the Managing Director of the Company for a term of two (2) consecutive years, effective from September 29, 2024, on such terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration, as may be mutually agreed with Mr. S G Chandru from time to time, without being required to seek further approval of the members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the payment of remuneration as set out in the Explanatory Statement annexed hereto or such other remuneration as may be mutually agreed in the manner as set out above, as minimum remuneration, in the event of inadequacy or absence of profits as contemplated under Section 197 and all other applicable provisions of the Act read with Schedule V of the Act.

**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper or expedient.”

**Item No. 5: To approve regularization of Additional Director Mr. Pramod Prabhakar Pange (DIN: 07381530) as an Executive Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all the applicable provisions/regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and all other applicable laws, Mr. Pramod Prabhakar Pange (DIN: 07381530), who was appointed as an Additional Director of the Company with effect from 05<sup>th</sup> April, 2025 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and who holds office only up to the ensuing Annual General Meeting to be held on 26<sup>th</sup> September, 2025, be and is hereby appointed as Executive, Non-Independent Director, of the Company by the members, whose period of office will be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to take such steps, in relation to the above resolution and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies and/or with any other authorities under the Ministry of Corporate Affairs (MCA).”

**Item No. 6: To approve regularization of Additional Director Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) as Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all the applicable provisions/ regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and all other applicable laws, Mrs. Sangeeta Ganpat Panchal (DIN: 07145397), who was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> January, 2025 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of two (2) years with effect from 28<sup>th</sup> January, 2025 till 27<sup>th</sup> January, 2027.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to take such steps, in relation to the above resolution and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies and/or with any other authorities under the Ministry of Corporate Affairs (MCA).”

**Item No. 7: Approval for the limits applicable to making Investments/Extending Loans and providing Guarantees or Securities as per Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and subject to such other consent(s), approval(s), sanction(s) and/or



permission(s) as may be necessary, the consent of the Members of the Company 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 thereof constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) to:

(a) Grant any loan to any person(s) or other body corporate(s);

(b) Give any guarantee or provide any security in connection with a loan to any person(s) or other body corporate(s); and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in one or more tranches, from time to time as the Board of Directors may in its absolute discretion deem fit, for an aggregate amount not exceeding **Rs.10,00,00,000/- (Rupees Ten Crores Only)** at any point of time, notwithstanding that the aggregate of loans and investments so far made, and guarantees and securities so far provided to any person(s) or entity(ies), together with the loans, investments, guarantees or securities proposed to be made or given by the Board may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take, from time to time, all such decisions and steps as may be necessary, expedient or appropriate in connection with the aforesaid investments, loans, guarantees or securities including determining the timing, amount and other terms and conditions thereof, as it may, in its absolute discretion, deem appropriate.

**RESOLVED FURTHER THAT** the Board and any of the Directors of the Company be and is hereby severally authorised to take such steps as may be necessary, proper, or expedient for obtaining all statutory, regulatory, contractual or other approvals, consents, or permissions, as may be required, and to negotiate, finalise, execute and deliver all necessary agreements, documents, deeds, undertakings, or writings in connection with the aforesaid investments, loans, guarantees, or securities and to determine the terms and conditions thereof, including but not limited to the timing, amount, and manner of such transactions, and to settle all matters arising therefrom or incidental thereto, and further, to do all such acts, deeds, matters, and things as may be necessary, incidental, or consequential to give effect to this resolution and for matters connected therewith or incidental thereto, and to resolve all questions, difficulties, or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company, it being deemed that such

authority has been expressly conferred by the Members through this resolution.”

**Place:** Chennai

**Date:** 28<sup>th</sup> August, 2025

**For and on behalf of the Board**

**For Pace Automation Limited**

Sd/-

**Malathi Gopalakrishnan**

**Director**

**(DIN: 00841108)**

**Notes:**

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1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 5<sup>th</sup> May, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 03/2022 dated 05<sup>th</sup> May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September 2023, 09/2024 dated 19<sup>th</sup> September 2024 and any amendment/modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023, Circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC/OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 read with SEBI Circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated October 3, 2024, the Annual Report for the financial year 2024-25 including Notice of the 35<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by email, to all the Members whose email IDs are registered with the Company/Registrar and Share Transfer Agent (RTA) or with the respective Depository Participant(s) for communication purposes and to all other persons so entitled to receive it and the same will also be available on the website of the Company at [www.Paceautomation.com](http://www.Paceautomation.com) and can also be accessed from the websites of the stock exchanges i.e., Metropolitan Stock Exchange of India (MSEI) Limited at

[www.msei.in](http://www.msei.in). Members are requested to note that physical copy of the aforesaid documents will not be made available by the Company to its members. However, as per Regulation 36(1) (b) of the Listing Regulations, the web-link, including the exact path, where complete details of the Annual Report containing AGM Notice will be available are being sent to those members(s) who have not registered their email address (es) either with the Company or with any Depository or with RTA of the Company i.e. Cameo Corporate Services Limited.

5. The SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s RTA i.e. Cameo Corporate Services Limited.
6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/reports and other communications electronically to their e-mail address in future.
7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
9. In terms of the Listing Regulations, securities of Listed Companies can only be transferred in dematerialised form with effect from 01<sup>st</sup> April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.
10. Members are provided with the facility for voting through e-voting system of CDSL during the VC/OAVM proceedings at the AGM and Members participating at the

AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.

11. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
12. The Register of Members and Share Transfer Books of the Company will **remain closed from Saturday, 20<sup>th</sup> September, 2025 to Friday, 26<sup>th</sup> September, 2025** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015 (Listing Regulations).
13. The Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date on Friday, 19<sup>th</sup> September, 2025**, may cast their vote by remote e-voting. The remote e-voting period commences on **Tuesday, 23<sup>rd</sup> September, 2025 at 09:00 A.M (IST) and ends on Thursday, 25<sup>th</sup> September, 2025 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
14. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 Members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, Secretarial Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/ Authorization letter to the Company or upload on the VC/OAVM portal/e-voting portal.
16. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

17. All documents referred to in the Notice will also be available for electronic inspection, during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the Company. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company by sending e-mail on [srinivasan@paceautomation.com](mailto:srinivasan@paceautomation.com). The same will be replied by the Company suitably.
18. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Share Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
19. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Cameo Corporate Services Limited, Registrar and Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email at [srinivasan@paceautomation.com](mailto:srinivasan@paceautomation.com)

**Place:** Chennai

**Date:** 28<sup>th</sup> August, 2025

**For and on behalf of the Board**

**For Pace Automation Limited**

Sd/-

**Malathi Gopalakrishnan**

**Director**

**(DIN: 00841108)**

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Tuesday, 23<sup>rd</sup> September, 2025 at 09:00 A.M (IST) and ends on Thursday, 25<sup>th</sup> September, 2025 at 05:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date (Record date) on Friday, 19<sup>th</sup> September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is</p>



with NSDL	<p>available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user, follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders

	as well as physical shareholders)  Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository, please enter the member id/folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant Pace Automation Limited on which you choose to vote.

x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical Shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com)
2. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [srinivasan@paceautomation.com](mailto:srinivasan@paceautomation.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [srinivasan@paceautomation.com](mailto:srinivasan@paceautomation.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid

as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xvii. The Company has appointed Mrs. N. Srividhya, Practicing Company Secretary, Chennai to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than two working days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman.

The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.paceautomation.com](http://www.paceautomation.com) and CDSL's website. The results shall simultaneously be communicated to the Metropolitan Stock Exchange of India Limited (MSEI).

**Place:** Chennai

**Date:** 28<sup>th</sup> August, 2025

**For and on behalf of the Board**

**For Pace Automation Limited**

Sd/-

**Malathi Gopalakrishnan**

**Director**

**(DIN: 00841108)**

### EXPLANATORY STATEMENT(S)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts concerning the Special Business referred to in the accompanying notice:

#### **Item No. 3: Appointment of Mrs. N. Srividhya, A Peer Reviewed Practicing Company Secretary as the Secretarial Auditor of the Company:**

SEBI vide its notification dated December 12, 2024, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As per the amended regulations, Listed Companies are now required to obtain Shareholders' approval, in addition to Board approval, for the appointment of Secretarial Auditor. The appointed Secretarial Auditor must be a Peer-Reviewed Practicing Company Secretary and must not have any disqualifications as prescribed by the SEBI. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025, shall not be considered for the purpose of calculating the tenure under the said Regulation.

Pursuant to the above requirement, the Board at its meeting held on 28<sup>th</sup> May 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of Mrs. N. Srividhya, (Membership No: A34428; COP No: 14058) a Peer-Reviewed Practicing Company Secretary as the Secretarial Auditor of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI (Listing Regulations) and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **Brief Profile**

Mrs. N. Srividhya, (Membership No: A34428; COP No: 14058) Practicing Company Secretary as the Secretarial Auditor of the Company as per Section 204 of the Companies Act, 2013 and Regulation 24A of Listing Regulations from the financial year 2025-26 for a period of 5 consecutive years

**Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.**

Proposed fees payable to the Secretarial Auditor along with terms of appointment	The Secretarial Audit fees plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for the financial year ending March 31, 2026 and for subsequent year(s) of her term will be such fees as determined by the Board, on
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	recommendation of Audit Committee.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor	Considering her qualifications and extensive experience, the Board of Directors on recommendation of the Audit Committee recommends the appointment of Mrs. N. Srividhya, (Membership No: A34428; COP No: 14058) a Peer-Reviewed Practicing Company Secretary as the Secretarial Auditor of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30

The appointment is subject to Members approval at the Annual General Meeting. Accordingly, the approval of the Members is being sought for this proposed appointment.

None of the Directors, Key Managerial Personnel (KMP), or their respective relatives have any financial or other interest in the proposed resolution.

The Board seeks for the approval of the Members for passing of the resolution as set out at Item No. 03 of this Notice as an Ordinary Resolution.

**Item No. 4: Re-appointment of Mr. S G Chandru (DIN: 00814605) as the Managing Director of the Company:**

The Board of Directors of the Company, at its meeting held on 28<sup>th</sup> August, 2025 based on the recommendations of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. S G Chandru (DIN: 00814605) as the Managing Director of the Company for a period of two (2) consecutive years with effect from September 29, 2024 to September 28, 2026 subject to the approval of the Members by way of a Special Resolution.

The re-appointment is made in compliance with the applicable provisions of the Companies Act, 2013 including Sections 196, 197, 198, 203, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as well as the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The main terms and conditions of the re-appointment of Mr. S G Chandru (DIN: 00814605) as Managing Director are as follows:



**1. Tenure:**

Mr. S G Chandru (DIN: 00814605) shall be re-appointed as the Managing Director for a period of two (2) consecutive years with effect from September 29, 2024 to September 28, 2026, subject to retirement by rotation under the provisions of the Companies Act, 2013.

**2. Nature of Duties:**

The Managing Director shall have substantial powers of management and shall perform such duties and exercise such powers as may be entrusted to him/her by the Board of Directors from time to time, subject to the overall superintendence, control and direction of the Board.

**3. Remuneration:**

The remuneration payable to Mr. S G Chandru (DIN: 00814605) shall be as under, subject to the overall limits prescribed under Sections 197 and 198 read with Schedule V of the Companies Act, 2013:

**Salary:** Up to ₹ 5,00,000 (Five Lakhs) per month, with such annual increments as may be approved by the Board.

**Other benefits:** Gratuity, provident fund, and other retirement benefits as per Company policy.

The remuneration may be paid as minimum remuneration in the event of absence or inadequacy of profits, in accordance with Section II of Part II of Schedule V of the Companies Act, 2013.

**4. Other Terms:**

Mr. S G Chandru (DIN: 00814605) shall be liable to retire by rotation during the tenure as Managing Director. The Managing Director shall not be disqualified under the provisions of Section 164 of the Companies Act, 2013.

**5. Justification for Re-Appointment:**

Mr. S G Chandru (DIN: 00814605) has played a pivotal role in the growth and success of the Company during their tenure. His leadership, strategic direction, and execution capabilities have significantly contributed to the operational and financial performance of the Company. The Board considers his continued association to be in the best interests of the Company.

**Brief Profile:**

He is a promoter of the Company. He has decades of industry experience at various levels of responsibilities, focusing more on envisioning new solutions and strategizing to enter new verticals. He has rich experience, expertise and knowledge in areas such as product vision, engineering and product management, business administration and

human resources. He pioneered concepts such as SaaS, Cloud computing and Transactional Intelligence even when they had not even entered technology lexicon.

**6. Board Recommendation:**

The Board of Directors recommends the resolution for approval of the members as a **Special Resolution**.

None of the Directors/KMP except the appointee and Ms. Malathi Gopalakrishnan, Non-Executive Director is concerned or interested, financially or otherwise, in the resolution.

**Item No. 5: To approve regularization of Additional Director Mr. Pramod Prabhakar Pange (DIN: 07381530) as an Executive Director of the Company:**

The Board of Directors of the Company at its meeting held on 05<sup>th</sup> April, 2025, appointed Mr. Pramod Prabhakar Pange (DIN: 07381530) as an Executive - Additional Director of the Company to hold office up to the date of next General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 in the capacity of Executive Non-Independent Director with effect from 05<sup>th</sup> April, 2025, subject to the approval of the Members of the Company. The Nomination and Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Pramod Prabhakar Pange (DIN: 07381530) as an Additional Director in the Capacity of Executive, Non-Independent Director pursuant to the provisions of Sections 149, 152 and any other provisions applicable, if any read with Schedule IV of the Companies Act, 2013 and the applicable provisions of the Listing Regulations. Further, the Company has also received from Mr. Pramod Prabhakar Pange (DIN: 07381530) the consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Executive Non-Independent Director of the Company. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the best interest of the Company to appoint him as an Executive Non-Independent Director with effect from 05<sup>th</sup> April, 2025. Additional information in respect of Mr. Pramod Prabhakar Pange (DIN: 07381530), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is attached to this Notice. A brief profile of Mr. Pramod Prabhakar Pange (DIN: 07381530) is also attached to this Notice.

The Board of Directors recommends the resolution for approval of the members as a **Special Resolution**.

Except the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 05 of this notice.

**Item No. 6: To approve regularization of Additional Director Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) as Non-Executive Independent Director of the Company:**

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> January, 2025, appointed Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) as an Additional Director of the Company to hold office up to next General Meeting pursuant to Section 161 (1) of the Companies Act, 2013 in the capacity of Non-Executive Independent Director for a term of 2 (two) years with effect from 28<sup>th</sup> January, 2025 subject to the approval of the Members of the Company. The Nomination and Remuneration Committee has recommended, and the Board has approved the appointment of Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) as an Additional Director in the Capacity of Non-Executive Independent Director pursuant to the provisions of Sections 149, 152 and any other provisions applicable, if any read with Schedule IV of the Companies Act, 2013. The Company has received a declaration from Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) the consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is Independent of the management. Considering her knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of two years with effect from 28<sup>th</sup> January, 2025. Additional information in respect of Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is attached to this Notice. A brief profile of Mrs. Sangeeta Ganpat Panchal (DIN: 07145397) is also attached to this Notice.

The Board of Directors recommends the resolution for approval of the members as a Special Resolution.

Except the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 06 of this notice.

**Item No. 7: Approval for the limits applicable to making Investments/Extending Loans and providing Guarantees or Securities as per Section 186 of the Companies Act, 2013:**

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> August 2025, subject to the approval of the members of the Company, has proposed to authorize the Company to give loans, provide guarantees, or make investments in securities of any other person or body corporate, as may be required from time to time, in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013.

**1. Statutory Provisions:**

As per the provisions of Section 186(2) of the Companies Act, 2013, a company is permitted to:

- Give any loan to any person or other body corporate,
- Give any guarantee or provide security in connection with a loan to any other body corporate or person, and
- Acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate,

Up to an aggregate amount not exceeding:

- 60% of its paid-up share capital, free reserves, and securities premium account, or
- 100% of its free reserves and securities premium account, whichever is higher.

Where the aggregate of such loans, guarantees, securities, and investments exceeds the above limits, prior approval of the Members by way of a Special Resolution is required.

**2. Purpose of the Resolution:**

In the course of its business operations, the Company may be required to:

- Provide loans to any person or body corporate (including group companies or associates),
- Invest in equity or debt instruments of other companies, or
- Give guarantees or provide security for borrowings made by other entities.

Such transactions may exceed the limits prescribed under Section 186(2). Therefore, it is proposed to obtain the consent of the shareholders by way of a Special Resolution to authorize the Board of Directors (including any committee thereof) to:

- Give loans,
- Provide guarantees,
- Make investments

Up to an aggregate limit of Rs.10,00,00,000/- [Rupees Ten Crores Only], notwithstanding the limits prescribed under Section 186(2), and in accordance with the other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder.

### 3. Disclosure as per Section 186(4) of the Companies Act, 2013:

- **Particulars of loans, guarantees, and investments:** The Company proposes to make loans/investments or provide guarantees/security to other persons or bodies corporate as part of its business operations or to achieve strategic objectives.
- **Purpose:** Loans/investments/guarantees may be made to support business growth, achieve better financial returns, maintain liquidity, or support subsidiaries, joint ventures, or group companies.
- **Financial position of the company:** As per the latest audited financial statements as on 31<sup>st</sup> March, 2025, the net worth of the Company is Rs.3,90,95,934 (Rupees Three Crore Ninety Lakhs Ninety Five Thousand Nine Hundred and Thirty Four Only).
- **Sources of funds for the proposed transaction:** Internal accruals, surplus funds, and/or borrowings.
- **Nature of the transaction:** The transactions will be in the ordinary course of business or strategic investments with a view to optimize the return on surplus funds and/or support group entities.
- **Expected return:** The Company expects to earn reasonable returns from the proposed loans/investments, commensurate with the risks associated with such transactions.
- **Other relevant information:** The Board shall ensure that such transactions are made on an arm's length basis and are in compliance with all applicable laws, including the rules prescribed under the Companies Act, 2013.

### 4. Board Recommendation:

The Board recommends the Special Resolution as set out in the Notice for approval of the Members. This resolution, if passed, will provide flexibility to the Board to undertake necessary financial transactions in the best interest of the Company.

### 5. Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed

resolution, except to the extent of any loans, guarantees, or investments that may be made to any entity in which they may be interested, directly or indirectly.

**Place:** Chennai

**Date:** 28<sup>th</sup> August, 2025

**For and on behalf of the Board**

**For Pace Automation Limited**

Sd/-

**Malathi Gopalakrishnan**

**Director**

**(DIN: 00841108)**

**ANNEXURE TO NOTICE**

**AS PER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED**

<b>Name of the Director</b>	Ms. Malathi Gopalakrishnan
<b>DIN</b>	00841108
<b>Age &amp; Date of Birth</b>	83 Years & 17 <sup>th</sup> July 1942
<b>Date of Original Appointment on Board</b>	31/08/2006
<b>Educational Qualifications</b>	Graduate
<b>Experience in Business</b>	More than 43 years
<b>No. of. Shares held as on 31.03.2025</b>	8,65,525
<b>No. of. Board Meetings attended during FY 2024-2025</b>	7
<b>Directorship in other Public Companies</b>	Nil
<b>Chairman/Member of Committees of other Public Company</b>	Nil
<b>Relationship with any other Director/KMP of the Company</b>	Mr. S.G. Chandru, Managing Director (Brother)
<b>Whether Promoter/ part of Promoter Group</b>	She is one of the Promoters of the Company
<b>Whether Independent</b>	No, She is a Non-Executive Non-Independent Director
<b>Brief Profile &amp; Reasons for Appointment/Re-appointment</b>	She is a promoter of the company. As a Director, she oversees the key function of Office Management & HR Activities. She drives the continuous renewal of key process systems and policies across the Company in client relationship management. Since, she is a director retiring by rotation and being eligible, she offer herself for reappointment.

<b>Name of the Director</b>	Sriperambadur Gopalakrishnan Chandru (S G Chandru)
<b>DIN</b>	00814605
<b>Age &amp; Date of Birth</b>	82 Years and 8 <sup>th</sup> November 1943
<b>Date of Original Appointment on Board</b>	18/10/2002
<b>Educational Qualifications</b>	Graduate
<b>Experience in Business</b>	More than 43 years
<b>No. of Shares held as on 31.03.2025</b>	2,08,260
<b>No. of Board Meetings attended during FY 2024-2025</b>	7
<b>Directorship in other Public Companies</b>	Nil
<b>Chairman/Member of Committees of other Public Company</b>	Nil
<b>Relationship with any other Director/KMP of the Company</b>	Mrs. Malathi Gopalakrishnan - Non-Executive Director (Sister)
<b>Whether Promoter/ part of Promoter Group</b>	He is one of the Promoters of the Company
<b>Whether Independent</b>	No, he is Managing Director of the Company
<b>Brief Profile and Reasons for Re-appointment</b>	<p>He is a promoter of the Company. He has decades of industry experience at various levels of responsibilities, focusing more on envisioning new solutions and strategizing to enter new verticals. He has rich experience, expertise and knowledge in areas such as product vision, engineering and product management, business administration and human resources. He pioneered concepts such as SaaS, Cloud computing and Transactional Intelligence even when they had not even entered technology lexicon. He has played a pivotal role in the growth and success of the Company during their tenure. His leadership, strategic direction, and execution capabilities have significantly contributed to the operational and financial performance of the Company. The Board considers his continued association to be in the best interests of the Company.</p>



<b>Name of the Director</b>	Sangeeta Ganpat Panchal
<b>DIN</b>	07145397
<b>Age &amp; Date of Birth</b>	53 Years and 22 <sup>nd</sup> April 1972
<b>Date of Original Appointment on Board</b>	28/01/2025
<b>Educational Qualifications</b>	Commerce and Law graduate with qualifications as a Practicing Company Secretary and a Diploma in Business Management
<b>Experience in Business</b>	More than 22 years
<b>No. of Shares held as on 31.03.2025</b>	Nil
<b>No. of Board Meetings attended during FY 2024-2025</b>	2
<b>Directorship in other Public Companies</b>	Nil
<b>Chairman/Member of Committees of other Public Company</b>	Nil
<b>Relationship with any other Director/KMP of the Company</b>	Nil
<b>Whether Promoter/ part of Promoter Group</b>	No
<b>Whether Independent</b>	Yes, she is an Independent Director of the Company
<b>Brief Profile and Reasons for Re-appointment</b>	Ms. Sangeeta Ganpat Panchal is a Commerce and Law graduate, a qualified Company Secretary, and holds a Diploma in Business Management. With over 22 years of extensive experience across diverse sectors, including Logistics, Textiles, Construction, Real Estate, E-commerce, Telecommunications, and the Chemical Industry, she brings a wealth of knowledge and expertise to her practice. Currently, she is a practicing Company Secretary and the founding partner of SPSN and Associates. Considering her knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of two years with effect from 28 <sup>th</sup> January, 2025.

<b>Name of the Director</b>	Pramod Prabhakar Pange
<b>DIN</b>	07381530
<b>Age &amp; Date of Birth</b>	41 Years and 25 <sup>th</sup> August 1984
<b>Date of Original Appointment on Board</b>	05/04/2025
<b>Educational Qualifications</b>	He holds a Master's Degree in Commerce. He has over 15 years of experience in the field of Finance and Taxation.
<b>Experience in Business</b>	More than 15 years
<b>No. of Shares held as on 31.03.2025</b>	Nil
<b>No. of Board Meetings attended during FY 2024-2025</b>	Not Applicable
<b>Directorship in other Public Companies</b>	Nil
<b>Chairman/Member of Committees of other Public Company</b>	Nil
<b>Relationship with any other Director/KMP of the Company</b>	Nil
<b>Whether Promoter/ part of Promoter Group</b>	No
<b>Whether Independent</b>	No, he is an Executive Non-Independent Director of the Company
<b>Brief Profile and Reasons for Re-appointment</b>	He holds a Master's Degree in Commerce. He has over 15 years of experience in the field of Finance and Taxation. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Executive Director of the Company

**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025

**By and on behalf of the Board  
For Pace Automation Limited**

Sd/-

**Malathi Gopalakrishnan**

**Director**

**(DIN: 00841108)**

**BOARD'S REPORT TO THE MEMBERS**

To,

The Members

Pace Automation Limited

Your Directors have pleasure in presenting the **Thirty Fifth (35<sup>th</sup>) Annual Report** of **Pace Automation Limited** (herein after referred to as '**the Company**') on the business and operations of your Company along with the Audited Financial Statements, Board's Report and Auditor's Report for the financial year ended 31<sup>st</sup> March 2025.

**1. FINANCIAL RESULTS:**

The audited financial results of the Company for the financial year ended 31<sup>st</sup> March 2025 are summarized below:

**(Amount in Rs.)**

<b>Particulars</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>
<b>Revenue from Operations</b>	4,35,03,978	4,28,67,886
Other Income	26,39,473	34,38,480
<b>Total Income</b>	<b>4,61,43,451</b>	<b>4,63,06,366</b>
<b>Total Expenses before Interest and Depreciation</b>	3,36,69,670	3,38,41,295
Profit/(Loss) before Interest and Depreciation	1,24,73,781	1,24,65,071
Less: Interest	8,903	17,630
Profit before Depreciation	1,24,64,878	1,24,47,441
Less: Depreciation	11,07,203	9,56,079
<b>Profit/(Loss) before Tax</b>	<b>1,13,57,675</b>	<b>1,14,91,362</b>
Exceptional Items	-	-
<b>Tax Expenses:</b>		
Current Tax	26,81,000	27,49,763
Deferred Tax	1,77,665	3,53,042
MAT Credit Entitlement	-	-
Transfer to Reserves	-	-
<b>Profit /(Loss) carried to Balance Sheet/ After Tax (Net Profit)</b>	<b>84,99,010</b>	<b>83,88,557</b>

The audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 were approved by the Board of Directors at its meeting held on 28<sup>th</sup> May, 2025.

## **2. STATE OF AFFAIRS OF THE COMPANY'S/BUSINESS PERFORMANCE:**

During the financial year under review, the revenue from operations of the Company was Rs.4,35,03,978 as against revenue from operations of Rs.4,28,67,886 during the previous financial year.

During the financial year under review, the Company had a net profit after tax of Rs.84,99,010 as against a net profit after tax of Rs.83,88,557 during the previous financial year.

## **3. NATURE OF BUSINESS AND CHANGE IN NATURE OF BUSINESS DURING THE YEAR UNDER REVIEW:**

During the year under review there has been no change in nature of business of the Company.

The Company is engaged in providing automation and IT-enabled services across various sectors.

## **4. SHARE CAPITAL AND CHANGES IN SHARE CAPITAL DURING THE YEAR UNDER REVIEW:**

The Authorised Share Capital of the Company as on 31<sup>st</sup> March 2025 was Rs.12,00,00,000 (Rupees Twelve Crores Only) and the Paid-Up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2025 was Rs.3,02,33,710/- (Rupees Three Crore Two Lakh Thirty Three Thousand Seven Hundred and Ten Only).

The Company has got approval from the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench vide order dated 31<sup>st</sup> May 2023 to implement a Scheme of Reduction of Capital to set off a part of the accumulated loss against the Paid-Up Share Capital. Consequent to the implementation of this scheme, the Paid-Up Equity Share Capital of the company is reduced to an extent of 68%.

According to the approval given by the NCLT, Special Bench- I, Chennai Bench vide its order dated 31<sup>st</sup> May 2023 to the Company's Scheme of Reduction of Capital by which 68% of the nominal value of the Equity Shares from Rs.10/- each to Rs.3.20/- each of the Paid-Up Equity Share Capital is reduced and that such reduced Subscribed, Issued and Paid-Up Share Capital of Rs.3,02,33,710/- divided into 94,48,035 Equity Shares of Rs.3.20/- has been consolidated into 30,23,371 Equity Shares of Rs.10/- each in such manner that every 100 Equity Shares of Rs.3.20 each shall constitute 32 Equity Shares of Rs.10/- each fully paid-up.

With respect to Scheme of Reduction of Equity Share Capital of the Company:

- The Company received listing approval for the capital reduction from Metropolitan Stock Exchange of India Limited (MSEI) on 2<sup>nd</sup> April 2024 and trading approval for the same from MSEI on 24<sup>th</sup> February 2025. Further, corporate actions for the same were completed with CDSL and NSDL during the quarter ended 31<sup>st</sup> March 2025.
- During the corporate action process for the capital reduction, 10,69,619 equity shares belonging to public shareholders holding shares in physical form were transferred to the Unclaimed Demat Suspense Escrow Account in the name of the Company.
- During the corporate action process for the capital reduction, 67 equity shares arising as fraction shares are held in trust in the name of Mr. S. G. Chandru, a Promoter and Managing Director of the Company.
- After completing the corporate action process for the capital reduction, the old ISIN (INE413R01011) was extinguished and the current ISIN for the Company's equity shares is INE413R01029.

The Company has only one class of Preference Shares, namely non-convertible cumulative redeemable Preference Shares, having a face value of ₹10/- each and carrying a dividend rate of 5% per annum. As per the resolution passed by the Preference Shareholder on 20<sup>th</sup> September, 2024, the due date for redemption of these Preference Shares is 31<sup>st</sup> December, 2026.

**5. DETAILS ABOUT DIVIDEND AND UNPAID DIVIDEND AND DISCLOSURES AS REQUIRED AS PER IEPF, RULES:**

The Board of Directors wish to conserve the profit for future development and expansion. Hence, your Company have not recommended any dividend for the financial year 2024-25.

As on 31<sup>st</sup> March 2025, there are no unpaid or unclaimed dividends lying with the Company. Accordingly, no amounts are required to be transferred to the Investor Education and Protection Fund (IEPF).

**6. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company has not made any investments, given guarantee and security during the financial year under review as per the provisions of Section 186 of Companies Act, 2013.

**7. TRANSFER TO GENERAL RESERVE:**

The Board of Directors of your Company has decided not to transfer any amount to the reserves for the financial year under review.

**8. DEPOSITS:**

During the financial year 2024-25, the Company has not accepted any deposits under the provisions of Section 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis and were in the ordinary course of business as per the provisions of Section 188 of the Companies Act, 2013. Form No. AOC-2 is attached to this Report as **Annexure I**.

The details of related party transactions during the year under review have been disclosed in note no. 19 forming part of the financial statements as per Ind AS – 24.

**10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report on the business of the Company for the financial year ended 31st March 2025 as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and under the provisions of the Companies Act, 2013 (the Act) is annexed as an **Annexure II** to this report.

**11. BOARD POLICIES:**

The Company has the following policies which are applicable as per the provisions of the Companies Act, 2013 and the Listing Regulations which are placed on the website of the Company [www.paceautomation.com](http://www.paceautomation.com)

- i. Code of conduct for Board and Senior Management Personnel.
- ii. Terms and Conditions of appointment of Independent Directors.
- iii. Vigil Mechanism/ Whistle Blower Policy.
- iv. Policy for determination of materiality of events or information.
- v. Familiarisation program for Independent Directors.
- vi. Policy on Preservation and Archival of Documents.
- vii. Performance Evaluation Policy.
- viii. Code of conduct for Prevention of Insider Trading.
- ix. Policy for determination of material subsidiaries
- x. Policy on Related Party Transaction.
- xi. Nomination and Remuneration Policy.
- xii. Code of Fair Disclosure of Unpublished Price Sensitive Information
- xiii. Policy on Prevention of Sexual Harassment of Women at Workplace

Since your Company's Paid-Up Equity Share Capital and the Net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of the Listing Regulations relating to compliance of corporate governance provisions is not applicable to the Company.

#### **12. RISK MANAGEMENT:**

Pursuant to Section 134 of the Companies Act, 2013, the Company has a risk management policy in place for identification of key risks to its business objectives, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning.

The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

#### **13. NOMINATION AND REMUNERATION POLICY:**

Pursuant to Section 178(3) of the Companies Act, 2013, the Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the company. The policy also lays down the criteria for selection and appointment of Board Members. The policy and details of Nomination and Remuneration is available on the website of the Company at [www.paceautomation.com](http://www.paceautomation.com).

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee has, inter alia, the following responsibilities:

1. The Committee had formulated the criteria for determining qualifications, positive attributes, and independence of a director and the same is available on the company's website [www.paceautomation.com](http://www.paceautomation.com).
2. The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
4. The Board shall carry out evaluations of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly).
5. The remuneration/compensation/commission etc. to the Managerial Personnel, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the members of the Company and Central Government, wherever required.

6. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the members in the case of Managerial Personnel.
7. Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary, and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
8. The Non-Executive/Independent Director is paid remuneration by way of fees for attending meetings of the Board or Committee thereof.
9. Commission to Non-Executive/Independent Directors, if proposed may be paid within the monetary limit approved by the members, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

#### **14. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT:**

Training in all sectors is given to our employees periodically and they are motivated to work in line with the development of the industry. The willingness and commitment of the employees, help the company to stand tall among its customer in quality and service.

#### **15. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (POSH) AND INTERNAL COMPLAINTS COMMITTEE:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. Internal Complaints Committee ("ICC") is in place to redress complaints received regarding sexual harassment. The policy on Prohibition, Prevention & Redressal of Sexual Harassment is available on the website of the Company at [www.paceautomation.com](http://www.paceautomation.com).

Internal Complaint Committee Members:

1. S. G. Chandru
2. Malathi Gopalakrishnan

The Committee met once in the financial year 2024-25. The Company is committed to provide a safe and conducive work environment to its employees.



Your Directors state that during the financial year 2024-25, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received during the year	Nil
b.	Number of complaints disposed off during the year	Nil
c.	Number of cases pending for more than ninety days	Nil

#### **16. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

As on March 31, 2025, Company doesn't have any Subsidiary (ies), Joint Venture(s) and Associate Company (ies) at the end of the year.

#### **17. COMMISSION RECEIVED BY DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY:**

The Company neither has any Holding nor has any Subsidiary Company, therefore, disclosure under Section 197 (14) of the Companies Act, 2013 is not applicable to the Company for the financial year under review.

#### **18. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report under Section 134(3) (i) of the Companies Act, 2013.

However, the following material changes occurred between the end of the financial year to which these financial statements relate and the date of this report under Section 134(3) (i) of the Companies Act, 2013.

U G Patwardhan Services Private Limited ("Acquirer 1"), Agri One India Ventures LLP ("Acquirer 2") and Mr. Ravidutt Parikh ("Acquirer 3") (collectively referred to as the "Acquirers") entered into a Share Purchase Agreement with the Selling Promoter Shareholders of the Company on 23<sup>rd</sup> June, 2025. Pursuant to the said agreement, the Acquirers agreed to acquire 19,10,712 equity shares, representing 63.20% of the voting share capital of the Company, from the Selling Promoter Shareholders, namely Mrs. Malathi Gopalakrishnan (Selling Promoter Shareholder 1), Mrs. Meera Chandru (Selling

Promoter Shareholder 2), and Mr. S. G. Chandru (Selling Promoter Shareholder 3), at a negotiated price of ₹12.50 per share, aggregating to a total consideration of ₹2,38,83,875, subject to the terms and conditions set forth in the Share Purchase Agreement.

In accordance with the provisions of Regulations 3(1) and 4, and other applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), the Acquirers have made an Open Offer to acquire up to 7,86,077 equity shares, representing 26% of the voting share capital of the Company, from the public shareholders.

This Open Offer has been triggered by the execution of the aforementioned Share Purchase Agreement and is being made in compliance with the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

Furthermore, in accordance with Regulation 12(1) of the SEBI (SAST) Regulations, Swaraj Shares and Securities Private Limited has been appointed as the Manager to the Offer by the Acquirers. The Public Announcement of the Open Offer was made on 23<sup>rd</sup> June, 2025, the Detailed Public Statement was filed on 30<sup>th</sup> June, 2025, and the Draft Letter of Offer was submitted to SEBI on 7<sup>th</sup> July, 2025. The Draft Letter of Offer is currently under review by SEBI.

#### **19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

During the financial year under review, no significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

However, Due to non-compliance with Regulation 6 of the SEBI (LODR) Regulations, 2015, the Metropolitan Stock Exchange of India Limited (MSEI) imposed SOP Fines in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated 22<sup>nd</sup> January, 2020. Additionally, the Exchange instructed the depositories to freeze the entire shareholding of the promoters and all other securities held in their respective demat accounts. Subsequently, the Company paid the entire fine amounting to Rs.2,78,480 on 9<sup>th</sup> December, 2024 to the stock exchange. Following the payment, the depositories unfroze the demat accounts of the Promoters.

#### **20. REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, the Statutory Auditors and Secretarial Auditors in their reports have not reported any instances of frauds committed in the Company by its Officers or Employees under Section 143(12) of the Companies Act, 2013.

**21. AUDITORS AND AUDIT REPORTS:****STATUTORY AUDITORS:**

M/s. Vivekanandan Associates, Chartered Accountants, (FRN:005268S) were appointed as the Statutory Auditors of the Company for a term of five (5) years at the 32<sup>nd</sup> Annual General Meeting held on 03<sup>rd</sup> August 2022 and they shall continue to hold the office as the Statutory Auditors till the conclusion of 37<sup>th</sup> AGM to be held in the year 2027.

**COMMENT ON STATUTORY AUDITOR'S REPORT:**

There are no qualifications, reservations, remarks or disclaimers made by M/s. Vivekanandan Associates, Statutory Auditors, in their audit report on the financial statements for the year ended 31st March 2025.

**SECRETARIAL AUDITOR:**

Pursuant to the requirements of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. Srividhya, Practicing Company Secretary, Chennai (Membership No.A34438; CP No. 14058) was appointed to conduct the Secretarial Audit of the Company for the financial year 2024-2025.

Further, the Board at its meeting held on 28<sup>th</sup> May 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of Mrs. N. Srividhya, (Membership No: A34428; COP No: 14058) a Peer-Reviewed Practicing Company Secretary as the Secretarial Auditor of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI (Listing Regulations) and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as **Annexure III**.

**QUALIFICATION IN SECRETARIAL AUDIT REPORT:**

There are no material qualifications in the Secretarial Audit Report for the financial year 2024-25 except for few which was taken on record by the Board for due action.

**BOARD'S REPLY:**

i) The Board acknowledges the delay in filing certain e-forms such as Form No. MGT-14 and Form No. DIR-12 due to procedural and administrative reasons. The forms were subsequently filed along with the applicable additional fees. The delays were

inadvertent. Measures have been taken to strengthen internal compliance processes to prevent recurrence.

ii) The Board notes the observation regarding partial non-compliance of the Company's website with the requirements of Regulation 46 of the SEBI (LODR) Regulations, 2015 and applicable provisions of the Companies Act, 2013. The Company has taken corrective steps and is in the process of updating the website to ensure full compliance. The Board remains committed to maintaining transparency and regulatory compliance.

iii) To ensure compliance with the applicable provisions, Mrs. Sweety Goyal was appointed as the Company Secretary and Compliance Officer of the Company with effect from 24<sup>th</sup> May, 2024. Subsequently, the Company paid the entire fine amounting to Rs.2,78,480 on 9<sup>th</sup> December, 2024 to the stock exchange. Following the payment, the depositories unfroze the demat accounts of the Promoters.

#### **INTERNAL AUDITORS:**

Mr. T.S.R. Sivasubramanian, Chartered Accountant was appointed as an Internal Auditor of the Company for the FY 2024-2025. The Audit Committee determines the scope of Internal Audit in line with regulatory and business requirements.

#### **COST AUDITORS:**

Pursuant to Section 148 of the Companies Act, 2013 read with notification of the Companies (Cost Records and Audit) Rules, 2014 the Company does not fall under the purview of the Cost Audit.

### **22. DIRECTORS AND KEY MANAGERIAL PERSONNEL(KMP) AND CHANGES IN DIRECTORS AND KMP DURING THE YEAR UNDER REVIEW:**

As on 31<sup>st</sup> March, 2025, the Board of Directors of the Company consists of 4 Directors including a Managing Director, Two (2) Non-Executive Independent Directors and a Non-Executive Non-Independent Director.

S. No	Name of the Directors	DIN	Designation	Date of Original Appointment in the Company
1	Mr. S G Chandru	00814605	Managing Director	18-10-2022
2	Mrs. Raghavan Suguna	06601230	Independent Director	14-08-2018
3	Mrs. Sangeeta GanpatPanchal	07145397	Independent Director	28-01-2025
4	Mrs. Malathi Gopalakrishnan	00841108	Non-Executive Director	31-08-2006

The changes in the constitution and composition of the Board of the Directors and KMP during the financial year under review took place in the following manner:

a) Mrs. Sweety Goyal (ICSI Membership No. ACS 61454) was appointed as the Company Secretary and Compliance Officer of the Company with effect from 24<sup>th</sup> May 2024.

b) Late Mr. Venkateswaran Krishnaswamy (DIN: 00001899), Non-Executive Independent Director, ceased to be a Director of the Company with effect from 06<sup>th</sup> September 2024, due to his demise.

c) Appointment of Ms. Sangeeta Ganpat Panchal (DIN: 07145397) as an Additional Director (Non-Executive Independent Director) on the Board of the Company w. e. f. January 28, 2025.

d) Appointment of Mr. Avudairaj as the Chief Financial Officer (CFO) of the Company w. e. f. January 28, 2025

During the current financial year i.e. 2025-26, changes in Directors took place in the following manner:

The Board of Directors of the Company at its meeting held on 05<sup>th</sup> April 2025 has approved the appointment of Mr. Pramod Prabhakar Pange (DIN: 07381530) as an Additional Executive Director of the Company.

### **23. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS :**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, a structured questionnaire was prepared after taking into consideration of the various aspects of the Boards' functioning, the composition of the Board and its committees, culture, execution and performance of specific duties, obligations, and governance.

The Board and the Committees were evaluated on various criteria as stated below:

1. Composition of the Board and Committee.
2. Understanding of the Company and its business by the Board.
3. Availability of information to the Board and Committee.
4. Effective Conduct of Board and Committee Meetings.
5. Monitoring by the Board management effectiveness in implementing strategies, managing risks and achieving the goals.

The Board also carried out the evaluation of the Directors and Chairman based on following criteria:

1. Attendance at meetings.

2. Understanding and knowledge of the entity.
3. Maintaining Confidentiality of board discussion.
4. Contribution to the board by active participation.
5. Maintaining independent judgment in the decisions of the Board.

The Board found that the performance of all the Directors was quite satisfactory. The Board also noted that the term of reference and composition of the Committees was clearly defined. The Committee performed their duties diligently and contributed effectively to the decisions of the Board.

The functioning of the Board and its committees were quite effective. The Board evaluated its performance as a whole and was satisfied with its performance and composition of Independent and Non-Independent Directors.

**24. AUDIT COMMITTEE RECOMMENDATION:**

During the year all the recommendations of the Audit Committee were accepted by the Board.

**25. COMPOSITION OF COMMITTEES OF THE BOARD OF THE DIRECTORS AND CHANGES IN THE COMMITTEE DURING THE YEAR UNDER REVIEW:**

The following was the composition and changes in the Committees of the Board as per the provisions of the Companies Act, 2013 and the Listing Regulations as on 31<sup>st</sup> March 2025:

<b>Audit Committee</b>			
<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>	<b>Category/Status</b>
Raghavan Suguna*	06601230	Non-Executive - Independent Director	Chairperson
Sangeeta Ganpat Panchal**	07145397	Additional Non- Executive - Independent Director	Member
Malathi Gopalakrishnan	00841108	Non-Executive Director	Member

**Notes:**

\* Mrs. Raghavan Suguna has been re-designated as the Chairperson of the Audit Committee with immediate effect.

\*\* Ms. Sangeeta Ganpat Panchal has been appointed as the member of Audit Committee with immediate effect.

**Nomination and Remuneration Committee**

<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>	<b>Category/Status</b>
Raghavan Suguna*	06601230	Non-Executive - Independent Director	Chairperson
Sangeeta Ganpat Panchal**	07145397	Additional Non- Executive - Independent Director	Member
Malathi Gopalakrishnan	00841108	Non- Executive Director	Member

**Notes:**

\* Mrs. Raghavan Suguna has been re-designated as the Chairperson of the Nomination and Remuneration Committee with immediate effect.

\*\* Ms. Sangeeta Ganpat Panchal has been appointed as the member of the Nomination and Remuneration Committee with immediate effect.

**Stakeholders Relationship Committee**

<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>	<b>Category/Status</b>
Malathi Gopalakrishnan	00841108	Non-Executive Director	Chairperson
Sangeeta Ganpat Panchal*	07145397	Additional Non-Executive - Independent Director	Member
S G Chandru	00814605	Managing Director	Member

**Notes:**

\* Ms. Sangeeta Ganpat Panchal has been appointed as the member of the Stakeholders Relationship Committee with immediate effect.

**26. NUMBER OF MEETINGS OF THE BOARD AND BOARDS' COMMITTEE HELD DURING THE FINANCIAL YEAR:**

The Board and its Committee's meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The Board Meetings and Committee meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors and committed to plan their schedules.

The following are the dates on which Board Meetings and Committee Meetings happened during the financial year ended 31<sup>st</sup> March 2025.

Meeting	No. of Meetings during the Financial Year 2024-25	Date of the Meeting
Board Meeting	7	28 <sup>th</sup> May 2024, 09 <sup>th</sup> August 2024, 26 <sup>th</sup> August 2024, 30 <sup>th</sup> October 2024, 12 <sup>th</sup> November 2024, 28 <sup>th</sup> January 2025, 05 <sup>th</sup> February 2025
Audit Committee	4	28 <sup>th</sup> May 2024, 09 <sup>th</sup> August 2024, 12 <sup>th</sup> November 2024, 05 <sup>th</sup> February 2025
Nomination and Remuneration Committee	2	28 <sup>th</sup> January 2025, 05 <sup>th</sup> February 2025
Stakeholders' Relationship and Grievances Committee	2	12 <sup>th</sup> November 2024, 05 <sup>th</sup> February 2025
Independent Director's Meeting	1	05 <sup>th</sup> February 2025

The interval between two Board Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**27. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

As required under Clause VII of Schedule IV of the Companies Act, 2013, the Independent Directors held a Meeting on 05<sup>th</sup> February 2025, without the attendance of Non-Independent Directors and the members of Management.

**28. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The familiarization program is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and performance of the Company. The policy and details of familiarization program is available on the website of the Company at [www.paceautomation.com](http://www.paceautomation.com).

**29. INDEPENDENT DIRECTOR'S DECLARATION:**

All the Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of financial year ended 31<sup>st</sup> March, 2025, which has been relied on by the Company and placed at the Board Meeting.

**30. SECRETARIAL STANDARDS:**

In terms of Section 118 (10) of the Act, the Company states that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India (ICSI), relating to the Meetings of Board of Directors and General Meetings respectively, have been duly complied with however improvements in certain areas are being made by the Board.

**31. WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism Policy for its Directors and employees to report their genuine concerns about unethical behaviours, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against the victimization of employees who avail themselves of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the financial year 2024-25, no employee has been denied access to the Audit Committee. The Vigil Mechanism Policy is also available on the Company's website [www.paceautomation.com](http://www.paceautomation.com)

**32. INTERNAL FINANCE CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has formulated a framework on Internal Financial Controls in accordance with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014. The Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively.

The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time-bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

### **33. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:**

The Board of Directors has adopted a policy and procedure on the Code of Conduct for the Board Members and Employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned.

The Code lays down the standard of Conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code.

### **34. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As per the provision of Section 135 of the Companies Act, 2013, all Companies having a Net worth of Rs.500 Crore or more, or a turnover of Rs.1,000 Crore or more or a Net Profit of Rs.5 Crore or more during any financial year are required to constitute a CSR Committee and our Company does not meet the criteria as mentioned above, hence the Company has not constituted any Corporate Social Responsibility (CSR) Committee; and has not developed and implemented any Corporate Social Responsibility (CSR) initiatives and the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

### **35. EXTRACT OF ANNUAL RETURN:**

The extract of Annual Return in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is available on Company's website and can be accessed at –[www.paceautomation.com](http://www.paceautomation.com).

**36. PARTICULARS OF EMPLOYEES:**

There are no employees falling within the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year ended 31<sup>st</sup> March 2025.

**37. DISCLOSURE REQUIREMENTS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and is of the view that such systems are adequate and operating effectively.

**38. DIRECTORS' RESPONSIBILITIES STATEMENT:**

As required under Section 134(3) (C) of the Companies Act, 2013, the Directors hereby state and confirm that they have:

- a) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **39. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

#### **A. CONSERVATION OF ENERGY:**

Conservation of energy is of utmost significance to the Company. Every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

#### **B. TECHNOLOGY ABSORPTION:**

- (i) The efforts made towards technology absorption: Nil
- (ii) Benefits derived
  - Production improvement: Nil
  - Cost Reduction: Nil
  - Production development or Import substitution: Nil
- (iii) Import Technology: Nil
- (iv) Expenditure incurred on Research and Development: Nil

#### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(Rs. in lakhs)

<b>C. FOREIGN EXCHANGE EARNINGS AND OUTGO</b>	<b>2024-25</b>	<b>2023-24</b>
Earnings in Foreign Exchange	Nil	Nil
Expenditure in Foreign Exchange	Nil	Nil
CIF value of imports – Raw Materials	Nil	Nil

### **40. CORPORATE GOVERNANCE REPORT:**

As prescribed under the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, your Company does not fall under the purview of complying with the provisions of Corporate Governance provisions. During the year, with the approval of the Board of Directors, your Company has informed the non-applicability provision to the MSEI Limited.

Since, the provisions of Corporate Governance is not applicable for the entire financial year 2024-25, a separate report of Corporate Governance is not disclosed in the Annual Report for 2024-25.

**41. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

There are no proceedings initiated and pending under the Insolvency and Bankruptcy Code, 2016 against the Company during the year under review.

**42. MAJOR THINGS HAPPENED DURING THE YEAR & THE MAJOR ACTIONS TAKEN BY THE COMPANY IN THAT RESPECT:**

The Company received a request letter dated 24<sup>th</sup> October 2024 from Electronics Corporation of Tamil Nadu Limited (ELCOT), a Promoter of the Company on 25<sup>th</sup> October 2024, requesting re-classification from the Promoter Category to the Public Shareholder Category. This re-classification request was approved by the Board of Directors at its meeting held on 30<sup>th</sup> October 2024. Furthermore, the re-classification request was approved by the members of the Company via a Postal Ballot dated 19<sup>th</sup> December 2024. The Company submitted the re-classification application to the stock exchange on 16<sup>th</sup> January 2025 and the same was approved by MSEI on 27<sup>th</sup> February 2025.

**43. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

The Company has not made any one-time settlement for loans taken from the banks or financial institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or Financial Institutions along with the reasons thereof is not applicable during the year under review.

**44. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR AND PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR AND KMP:**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

S. No	Name	Designation	Remuneration paid. FY 2024-25	Remuneration paid. FY 2023-24	Increase /Decrease in remuneration from previous year	Ratio / times per median of employee remuneration
1	S. G. Chandru	Managing Director	Rs. 53,62,340	Rs. 56,02,000	Rs.(239,660)	20.8:1

**45. LISTING FEES:**

The Company confirms that it has paid the annual listing fees for the year 2024-25 to the Metropolitan Stock Exchange of India (MSEI) Limited.

**46. CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS:**

The Register of Members and Share Transfer books of the Company were closed from Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September, 2024 (both days inclusive) during the year under review.

**47. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Company have no amounts in unpaid dividend account, application money due for refund, matured deposits and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to be transferred to Investor Education and Protection Fund (IEPF).

**48. COMPLIANCE UNDER MATERNITY BENEFIT ACT:**

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

**49. NO ESOP/ BUYBACK DECLARATION:**

The Company has not issued any shares under an Employees' Stock Option Scheme, Sweat Equity, nor undertaken any Buyback of Securities during the year under review.

**50. ACKNOWLEDGEMENT:**

Your Directors take this opportunity to express their sincere gratitude to the encouragement, assistance, co-operation, and support given by the Central Government, the Government of Tamil Nadu during the year. They also wish to convey their gratitude to all the customers, auditors, suppliers, dealers, and all those associated with the Company for their continued patronage during the year.

Your Directors also wish to place on record their appreciation for the hard work and unstinting efforts put in by the employees at all levels. The Directors are thankful to the esteemed stakeholders for their continued support and the confidence reposed in the Company and its management.

**51. CAUTIONARY STATEMENT:**

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025

**For and on behalf of the Board  
For Pace Automation Limited**

Sd/-  
**S.G. Chandru**  
**Managing Director**  
**(DIN: 00814605)**

Sd/-  
**Malathi Gopalakrishnan**  
**Director**  
**(DIN: 00841108)**

## Annexure I

**DETAILS OF RELATED PARTY TRANSACTIONS****Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

- 1) Details of contracts or arrangements or transactions not at arm's length basis- Nil
- 2) Details of material contracts or arrangements or transactions at arm's length basis.

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1	Mr. S G Chandru - Managing Director	Remuneration Paid	For the FY 2024-2025	Rs. 53,62,340 paid as remuneration during the FY 2024-25	28-05-2024	NA
2	Ms. Malathi Gopalakrishnan - Director	Rent Paid to Director for Office Premises	For the FY 2024-2025	Rs.2,40,000 paid as Rent for office premises during the FY 2024-25	28-05-2024	NA

**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025

**For and on behalf of the Board  
For Pace Automation Limited**

Sd/-  
**S.G. Chandru**  
Managing Director  
(DIN: 00814605)

Sd/-  
**Malathi Gopalakrishnan**  
Director  
(DIN: 00841108)



**Annexure II****Management Discussion and Analysis Report****For the Financial Year Ended March 31, 2025**

This Management Discussion and Analysis (MD&A) Report presents a comprehensive overview of the operational and financial performance of the Company for the financial year 2024-25, in accordance with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**1. Industry Structure and Developments****Economic Overview:**

The Indian economy in FY 2024-25 continued to show resilience with moderate growth amidst global headwinds. The emphasis on digital transformation, automation, and technology-driven solutions in various sectors has bolstered demand for IT-enabled services and automation platforms. This macroeconomic environment provided a stable foundation for businesses such as ours, which operate at the intersection of technology and operational efficiency.

**Industry Overview:**

The automation and IT-enabled services sector has seen significant traction, driven by the increasing demand for digital adoption across industries. Businesses in retail, hospitality, petroleum, and digital content distribution are rapidly embracing automation to enhance customer experience and operational efficiency. Your Company operates in this dynamic landscape, offering tailored solutions in restaurant automation, business process automation, and remote digital content delivery, among others.

Presently, the Company provides restaurant retail automation services to restaurant outlets in India, positioning itself as a leading player in this niche.

**2. Opportunities and Threats****Opportunities:**

- Growing demand for automation in the hospitality and retail sectors offers significant growth avenues.
- Long-term service contracts secured due to high-quality project delivery provide revenue visibility.

- Rising focus on digital content distribution and AI-driven automation creates new product innovation possibilities.

**Threats:**

- Intensified competition from existing and new automation service providers could impact pricing strategies and margins.
- Technological obsolescence poses a continuous challenge in a rapidly evolving industry.
- Dependency on a single segment may limit scalability unless further diversified.

**3. Segment-wise or Product-wise Performance**

Currently, the Company operates under a single reportable business segment – *restaurant retail automation services*. The Company's products and services cater to hotels and retail outlets, offering a robust and reliable platform for transaction processing, inventory management, and customer engagement. These solutions continue to hold a competitive position in the domestic and international markets.

**4. Outlook**

The Company remains focused on strengthening its position in the restaurant retail automation domain and exploring opportunities in other automation verticals. Continued investment in product development, customer support, and international expansion is expected to drive sustainable growth. Despite rising competition, the Company is optimistic about future prospects, backed by a growing client base and expanding market for automation services.

**5. Risks and Concerns**

The primary risk continues to be pricing pressure due to competitive forces in the automation services space. Rivals are increasingly reducing prices to capture market share, compelling the Company to revisit its pricing models, which may impact margins.

Other concerns include:

- **Technological advancements** outpacing current offerings, necessitating continuous product upgrades.
- **Cybersecurity threats**, given the Company's operations in online and digital domains.
- Economic uncertainties that may delay client automation projects or reduce IT spending.

## 6. Internal Control Systems and their Adequacy

The Company has a well-established internal control system, commensurate with its size and nature of operations. The internal controls ensure efficient utilization and protection of resources, compliance with applicable laws and regulations, and accurate and reliable financial reporting.

Periodic internal audits, management reviews, and compliance checks are conducted to ensure adequacy and effectiveness of controls. Recommendations from audits are implemented promptly.

## 7. Discussion on Financial Performance with respect to Operational Performance

During the financial year 2024-25:

- The **Revenue from Operations** increased to ₹4,35,03,978 from ₹4,28,67,886 in the previous year, reflecting a **modest growth of 1.48%**, attributed to stable client retention and expansion in services.
- The **Profit Before Tax (PBT)** stood at ₹1,13,57,675 as compared to ₹1,14,91,362 in FY 2023-24, representing a marginal decrease of 1.16%.
- The **Net Profit After Tax** was ₹84,99,010 in FY 2024-25 against ₹83,88,557 in the previous year – indicating a stable performance with **1.32% growth YoY**.
- Operational efficiencies were maintained despite pricing pressures, helping preserve profit margins.

## 8. Material Developments in Human Resources / Industrial Relations Front, including number of people employed

The Company acknowledges that its employees are its most valuable assets. It continues to invest in learning and development, skill upgradation, and employee well-being. Industrial relations remained cordial throughout the year.

There were no major HR-related disruptions or industrial disputes during the year.

## 9. Details of Significant Changes (i.e., change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios

The said details with respect to details of significant changes in key financial ratios are given in the notes forming part of audited financial statements of the Company for the year ended 31<sup>st</sup> March 2025.

**Cautionary Statement**

Statements in this report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to various risk factors and economic conditions beyond the Company's control. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements based on subsequent developments, information, or events.

**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025

**For and on behalf of the Board  
For Pace Automation Limited**

Sd/-  
**S.G. Chandru**  
**Managing Director**  
**(DIN: 00814605)**

Sd/-  
**Malathi Gopalakrishnan**  
**Director**  
**(DIN: 00841108)**



**Form No. MR-3**  
**Secretarial Audit Report**  
**(For the financial year ended on 31<sup>st</sup> March 2025)**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Pace Automation Limited**  
No. 2, III Street, Parameswari Nagar, Adyar  
Chennai - 600020, Tamil Nadu

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pace Automation Limited** having its registered office at No. 2, III Street, Parameswari Nagar, Adyar, Chennai - 600020, Tamil Nadu bearing CIN: L29141TN1989PLC018133 (hereinafter called "**the Company**") during the financial year from 01<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025 (hereinafter called the year/audit period/period under review).

I have conducted the Secretarial Audit in a manner that provided me a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing my opinion thereon.

I am issuing this report based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management.

I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

The members are requested to read this report along with my letter of even date which is annexed to this report as an **Annexure - I** and forms an integral part of this report.



## 1. Compliance with specific statutory provisions:

1.1 I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31<sup>st</sup> March 2025 according to the applicable provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings and to the extent of their applicability to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of Listed Entity engaging the RTA;
  - f. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- (vi) In my opinion and as identified and informed by the Management, the following laws are specifically applicable to the Company as the Company is into online transaction processing services.
  1. The Information Technology Act, 2000
  2. Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021
  3. Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
  4. Information Technology (Electronic Service Delivery) Rules, 2011
  5. Digital Personal Data Protection Act, 2023



6. The Copyright Act, 1957
7. The Trade Marks Act, 1999
8. The Designs Act, 2000
9. Consumer Protection Act, 2019
10. Consumer Protection (E-Commerce) Rules, 2020

(vii) I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI);
- The Listing Agreements entered into by the Company with the stock exchange, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchange.

1.2 In relation to the period under review, the Company has, to the best of my knowledge and belief and based on the records, information, explanations and representations furnished to us, complied with the laws mentioned in clause (i) to (v) of paragraph 1.1. Further the Company in general has complied with the laws specifically applicable to the Company mentioned in sub-paragraph (vi) of paragraph 1.1.

1.3 I am informed that, during/in respect of the year no events have occurred which required the Company to comply with the following laws/rules/regulations and consequently was not required to maintain any books, papers, minutes books, or other records or file any forms/ returns under:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. The Securities Exchange Board of India (Delisting of Equity Shares) Regulation, 2021;
- c. The Securities Exchange Board of India (Buyback of Securities) Regulation, 2018;
- d. The Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. The Securities and Exchange of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g. The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.



1.4 During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:

a) There were delays in the filing of certain e-forms such as Form No. MGT-14 and Form No. DIR-12 with the Ministry of Corporate Affairs/Registrar of Companies (MCA/ROC) during the year under review. These forms were subsequently filed along with the prescribed additional fees.

b) The Company maintains a functional website and has largely complied with the relevant requirements; however, it is observed that the website is not fully compliant with the requirements of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013.

c) The previous Company Secretary (CS) and Compliance Officer of the Company resigned on 31st March, 2023. However, the Company did not fill the resulting vacancy within the period prescribed under Section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, to ensure compliance with the applicable provisions, Mrs. Sweety Goyal was appointed as the Company Secretary and Compliance Officer of the Company with effect from 24<sup>th</sup> May, 2024.

Due to non-compliance with Regulation 6 of the SEBI (LODR) Regulations, 2015, the Metropolitan Stock Exchange of India Limited (MSEI) imposed SOP Fines in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated 22<sup>nd</sup> January, 2020. Additionally, the Exchange instructed the depositories to freeze the entire shareholding of the promoters and all other securities held in their respective demat accounts. Subsequently, the Company paid the entire fine amounting to Rs.2,78,480 on 9<sup>th</sup> December, 2024 to the stock exchange. Following the payment, the depositories unfroze the demat accounts of the Promoters.

## 2. Board Processes

I further report that:-

1. The Board of Directors of the Company is duly constituted with a proper balance of Directors including Executive Directors, Non-Executive Directors, Independent Directors and Women Director in accordance with the provisions of the Act.
2. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.





3. Adequate notice is given to all Directors to schedule the Board Meetings at least seven days in advance except where the meeting is called at a shorter notice and the agenda and detailed notes on agenda were also circulated to the Board members prior to the meetings.
4. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
5. All decisions at the Board Meetings were out carried unanimously as recorded in the minutes of the Meetings of the Board of Directors.

### **3. Compliance Mechanism:**

I further report that

a) As represented by the Company and relied upon by me, there are adequate systems and processes in the Company commensurate with its size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines including labour laws, competition law, environmental laws and other laws as may be specifically applicable to the Company.

b) The compliance by the Company of applicable financial and tax laws such as Direct and Indirect tax laws and maintenance of financial records, cost records and books of accounts have not been reviewed in this audit since the same have been subject to review by the Statutory Auditors, Tax Auditors, Cost Auditors and other designated professionals.

### **4. Specific Events/ Actions:**

I further report that during the audit period the following specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc. took place:

a) Mrs. Sweety Goyal (ICSI Membership No. ACS 61454) was appointed as the Company Secretary and Compliance Officer of the Company with effect from 24<sup>th</sup> May 2024.

b) Late Mr. Venkateswaran Krishnaswamy (DIN: 00001899), Non-Executive Independent Director, ceased to be a Director of the Company with effect from 06<sup>th</sup> September 2024, due to his demise.

c) The Company received a request letter dated 24<sup>th</sup> October 2024 from Electronics Corporation of Tamil Nadu Limited (ELCOT), a Promoter of the Company on 25<sup>th</sup> October 2024, requesting re-classification from the Promoter Category to the Public Shareholder Category. This re-classification request was approved by the Board of Directors at its



meeting held on 30<sup>th</sup> October 2024. Furthermore, the re-classification request was approved by the members of the Company via a Postal Ballot dated 19<sup>th</sup> December 2024. The Company submitted the re-classification application to the stock exchange on 16<sup>th</sup> January 2025 and the same was approved by MSEI on 27<sup>th</sup> February 2025.

d) The Board of Directors of the Company at its meeting held on 28<sup>th</sup> January 2025 has approved the following matters:

i) Appointment of Ms. Sangeeta Ganpat Panchal (DIN: 07145397) as an Additional Director (Non-Executive Independent Director) on the Board of the Company w. e. f. January 28, 2025.

ii) Appointment of Mr. Avudairaj as the Chief Financial Officer (CFO) of the Company w. e. f. January 28, 2025

e) The Board of Directors of the Company at its meeting held on 05<sup>th</sup> February 2025 has approved the re-constitution of various committees of the Board of Directors as per the provisions of the Act and the SEBI (LODR) Regulations, 2015.

f) The Company has got approval from the Hon'ble National Company Law Tribunal (NCLT) vide order dated 31<sup>st</sup> May 2023 to implement a scheme of reduction of capital to set off a part of the accumulated loss against the paid-up share capital. Consequent to the implementation of this scheme, the paid-up equity share capital of the Company is reduced to an extent of 68%.

g) The Company received listing approval for the capital reduction from MSEI on 2<sup>nd</sup> April 2024 and trading approval for the same from MSEI on 24<sup>th</sup> February 2025. Further, corporate actions for the same were completed with CDSL and NSDL during the quarter ended 31<sup>st</sup> March 2025.

h) During the corporate action process for the capital reduction, 10,69,619 equity shares belonging to public shareholders holding shares in physical form were transferred to the Unclaimed Demat Suspense Escrow Account in the name of the Company.

i) During the corporate action process for the capital reduction, 67 equity shares arising as fraction shares are held in trust in the name of Mr. S. G. Chandru, a Promoter and Managing Director of the Company.

j) After completing the corporate action process for the capital reduction, the old ISIN (INE413R01011) was extinguished and the current ISIN for the Company's equity shares is INE413R01029.



g) The Company has only one class of Preference Shares, namely non-convertible cumulative redeemable Preference Shares, having a face value of ₹10/- each and carrying a dividend rate of 5% per annum. As per the resolution passed by the Preference Shareholder on 20<sup>th</sup> September, 2024, the due date for redemption of these Preference Shares is 31<sup>st</sup> December, 2026.

We further report that the following material events have occurred during the period after the end of the financial year and before the signing of this report.

a) The Board of Directors of the Company at its meeting held on 05<sup>th</sup> April 2025 has approved the appointment of Mr. Pramod Prabhakar Pange (DIN: 07381530) as an Additional Executive Director of the Company.

b) U G Patwardhan Services Private Limited ("Acquirer 1"), Agri One India Ventures LLP ("Acquirer 2"), and Mr. Ravidutt Parikh ("Acquirer 3") (collectively referred to as the "Acquirers") entered into a Share Purchase Agreement with the Selling Promoter Shareholders of the Company on 23<sup>rd</sup> June, 2025. Pursuant to the said agreement, the Acquirers agreed to acquire 19,10,712 equity shares, representing 63.20% of the voting share capital of the Company, from the Selling Promoter Shareholders, namely Mrs. Malathi Gopalakrishnan (Selling Promoter Shareholder 1), Mrs. Meera Chandru (Selling Promoter Shareholder 2), and Mr. S. G. Chandru (Selling Promoter Shareholder 3), at a negotiated price of ₹12.50 per share, aggregating to a total consideration of ₹2,38,83,875, subject to the terms and conditions set forth in the Share Purchase Agreement.

In accordance with the provisions of Regulations 3(1) and 4, and other applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), the Acquirers have made an Open Offer to acquire up to 7,86,077 equity shares, representing 26% of the voting share capital of the Company, from the public shareholders.

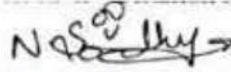
This Open Offer has been triggered by the execution of the aforementioned Share Purchase Agreement and is being made in compliance with the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

Furthermore, in accordance with Regulation 12(1) of the SEBI (SAST) Regulations, Swaraj Shares and Securities Private Limited has been appointed as the Manager to the Offer by the Acquirers. The Public Announcement of the Open Offer was made on 23<sup>rd</sup> June, 2025, the Detailed Public Statement was filed on 30<sup>th</sup> June, 2025, and the Draft Letter of Offer was submitted to SEBI on 7<sup>th</sup> July, 2025. The Draft Letter of Offer is currently under review by SEBI.



**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025



**N. Srividhya**

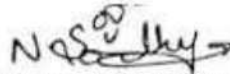
**Practicing Company Secretary**

**ACS No. : 34428**

**COP No. : 14058**

**Peer Review Certificate No. 829/2020**

**UDIN: A034428G001101373**



**NARASIMHAN SRIVIDHYA**

Company Secretary In Practice

Mem. No : 34428

Cop : 14058

**'Annexure I'**

**(To the Secretarial Audit Report of Pace Automation Limited for the financial year ended 31<sup>st</sup> March 2025)**

To,  
The Members,  
**Pace Automation Limited**  
No. 2, III Street, Parameswari Nagar, Adyar  
Chennai - 600020, Tamil Nadu

My Secretarial Audit Report (Form No. MR-3) of even date for the financial year ended 31<sup>st</sup> March, 2025 is to be read along with this Annexure.

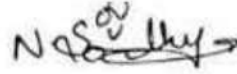
1. Maintenance of secretarial records and ensuring compliance with all the applicable laws is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records, cost records and Books of Accounts of the Company as they are subject to audit by the Auditors of the Company appointed under Section 139 and 148 of the Act.
4. Wherever required, I have obtained the Management representation about the financial information, compliance of laws, rules and regulations and happening of certain events, etc.
5. The compliance of the provisions of other applicable laws, rules, regulations, standards specifically applicable to the Company is the responsibility of the management. My examination was limited to the verification of system implemented by the Company on a test basis.



6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025



**N. Srividhya**

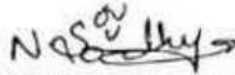
**Practicing Company Secretary**

**ACS No. : 34428**

**COP No. : 14058**

**Peer Review Certificate No. 829/2020**

**UDIN: A034428G001101373**



**NARASIMHAN SRIVIDHYA**

Company Secretary In Practice

Mem. No : 34428

Cop : 14058

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015)**

To,  
The Members,  
**Pace Automation Limited**  
No. 2, III Street, Parameswari Nagar, Adyar  
Chennai - 600020, Tamil Nadu

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Pace Automation Limited** having its registered office at No. 2, III Street, Parameswari Nagar, Adyar, Chennai-600020, Tamil Nadu bearing CIN: L29141TN1989PLC018133 (hereinafter called "**the Company**"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31<sup>st</sup> March 2025.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No	Name of the Directors	DIN	Designation	Date of Original Appointment in the Company
1.	Mr. Sriperambadur Gopalakrishnan Chandru	00814605	Managing Director	18-10-2022
2.	Mrs. Raghavan Suguna	06601230	Independent Director	14-08-2018
3.	Mrs. Sangeeta Ganpat Panchal	07145397	Independent Director	28-01-2025
4.	Ms. Malathi Gopalakrishnan	00841108	Non-Executive Director	31-08-2006



Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Chennai

**Date:** 28<sup>th</sup> August 2025

**N. Srividhya**

**Practicing Company Secretary**

**Membership No. A34428**

**C.P. No. 14058**

**Peer Review Certificate No.: 829/2020**

**UDIN: A034428G001101441**

  
NARASIMHAN SRIVIDHYA  
Company Secretary In Practice  
Mem. No : 34428  
Ccp : 14058





**INDEPENDENT AUDITOR'S REPORT**

**To the members of M/s. Pace Automation Limited**  
**Report on the audit of Financial Statements**

**Opinion**

We have audited the standalone financial statements of M/s. Pace Automation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, ("Ind AS") as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its Profit and Other total Comprehensive Income, Changes in Equity and Cash Flows for the year ended on that date.

**Basis of Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period.

Without qualifying our report, we draw attention to:

- i) The company has only class of preference shares (Non-convertible Cumulative Redeemable) having a face value of Rs.10/- and carry a dividend rate of 5%. The cumulative dividend payable thereon since inception of receipt of Redeemable Preference Shares @ 5% per annum till March 31, 2025 Rs. 275.00 Lakhs. The due date of redemption of preference shares being 31.12.2026 as per the resolution passed by the preference shareholders on 20<sup>th</sup> September 2024. The company, however has not provided for the dividend payable nor paid the dividend on preference shares and the preference shares and are yet to be redeemed.



- ii) No provision for gratuity has been made in FY 2024-25 in respect of eligible employees.
- iii) Confirmation of balances from debtors/creditors have not been obtained and the balances represent carrying amounts as per books.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's report, including Annexure to Board Report, and Shareholders Information but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules made thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.



## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.



## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and other operating effectiveness of such controls, refer to our separate report in "Annexure B".

With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Act, as amended:

- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to me:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the



understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- v. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and Based on the audit procedures adopted by me, nothing has come to my notice that has caused me to believe that the representations made by the management under sub clause (i) and (ii) above, contain any material Misstatement.
- vi. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
- vii. Based on our examination which included test checks and in accordance with requirements of Implementation Guide on Reporting on Audit Trail under the rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 *the company has not maintained the audit trail (edit log) in the accounting software.*

**For Vivekanandan Associates**

Firm Reg No: 005268S

S Dehaleesan (Partner)

M. No: 027312

UDIN: 25027312BMITGD9597

Date: 28-05-2025

Place: Chennai



## “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of Pace Automation Limited for the year ended March 31, 2025:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
  
(b) These Property, Plant and Equipments have been physically verified by the management in a phased manner, at regular intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies between the book records and the physical fixed assets have been noticed.  
  
(c) The company does not hold any immovable properties and hence clause (i) (c) of the Order is not applicable.  
  
(d) The Company have not revalued its Property, Plant and Equipments (including right of use of assets) or intangible assets during the year ended March 31, 2025.  
  
(e) The Company is not holding any Property, Plant and Equipments under benami names and no proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) (a) As informed to us, the company did not deal with any inventory item during the year under review and hence observation on the maintenance, verification etc does not arise.  
  
(b) The Company had not availed any working capital loans from banks during the year against the security of the stock of shares.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



- 7) (a) According to information and explanations given to me and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, there are no transactions unrecorded previously in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.
- 9) The Company has not defaulted on the repayment of dues to banks as it has not taken any loan either from financial institutions or from the government and It has not issued any debentures.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments and term Loans during the year.  
The company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year under audit.  
Accordingly, the provisions of clause 3 (x) (a) and 3(x) (b) of the Order are not applicable to the Company and hence not commented upon.
- 11) (a) During the course of our examination of books and records of the company, carried out in accordance with the generally accepted audit procedures performed for the purpose of reporting true and fair view of the standalone financial statements, to the best of our knowledge and belief and as per the information and explanations given by the Management and the representations obtained from the Management, no material fraud on the company by its officers or employees has been noticed or reported during the year.  
  
(b) There is no report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year. According to the information and explanations given to us and records verified by us, the Secretarial Auditors have not filed report in Form ADT-4 prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
  
(c) According to the information and explanations given to me and records verified by me, there are no whistle blower complaints received by the Company during the year.
- 12) In our opinion and based on verification of the records, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.



- 13) In our opinion and according to the information and explanations given to us, based on verification of the records and approvals of the Audit Committee, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards
- 14) a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.  
b) The internal audit reports of the Company issued till the date of this audit report, for the period under audit have been considered by us.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) (a) In our opinion, and according to the information and explanations given by the management and verified by us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the requirement to report under clause (xvi) of the Order does not arise.  
  
(b) The Company has not conducted any Non-Banking Financial or House Financing activities.  
  
(c) The Company is not a core investment company as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report under clause (xvi) of the Order does not arise.
- 17) The Company did not incur cash loss in the current year and in the immediately preceding financial year.
- 18) There is no resignation of the statutory auditor during the year under review. Accordingly, the requirement to report under clause 3 (xviii) of the Order does not arise. However, the undersigned firm has been appointed by the board of directors due to the vacation of the office by the earlier statutory auditors.
- 19) According to the information and explanations given to me and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities and other information accompanying the financial statements together with our knowledge of the Board of Directors and management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities as disclosed therein and existing at the date of balance sheet (except for the dividend, if any payable on the redeemable preference shares due for repayment which has not been provided for) as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.





- 20) According to the information and explanations given to us, the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to this Company and hence not commented upon.

**For Vivekanandan Associates**

Firm Reg No: 005268S



S Dehaleesan (Partner)

M. No: 027312

UDIN: 25027312BMITGD9597

Date: 28-05-2025

Place: Chennai



**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s. Pace Automation Limited for the year ended March 31, 2025**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s. Pace Automation Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the Ind As financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately



and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**


Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, [based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India]

#### **For Vivekanandan Associates**

Firm Reg No:005268S

  
S Dehaleesan (Partner)

M. No: 027312

UDIN: 25027312BMITGD9597

Date: 28-05-2025

Place: Chennai



**PACE AUTOMATION LIMITED**  
 No2. III Street, Parameshwari Nagar, Adyar, Chennai  
 600020 CIN: L29141TN1989PLC018133  
 Balance Sheet as at March 31, 2025

(Amount - Rs.)

Particulars	Note No.	As at	31-	As at	31-03-
		03-2025	03-	2024	2024
		Rs.		Rs.	
<b>ASSETS</b>					
<b>(1) Non-Current assets</b>					
(a) Property, Plant & Equipment	2	49,03,917		27,38,377	
(b) Capital work-in-progress	2	22,06,036		1,00,194	
(c) Other intangible assets	2	1,88,475		5,65,425	
(d) Financial assets					
i. Investments		-		-	
ii. Loans & Advances	3	12,000		12,000	
iii. Others (Bank deposits)		4,14,40,000		4,02,80,422	
(e) Deferred Tax assets		-		-	
(f) Other non-current assets		-		-	
		<b>4,87,50,429</b>		<b>4,36,96,418</b>	
<b>(2) Current Assets</b>					
(a) Inventories	4	-		-	
(b) Financial assets					
i. Trade receivables	5	82,42,491		97,36,836	
ii. Cash and Cash equivalents	6	59,39,654		27,39,595	
iii. Loans & Advances	7	22,56,261		8,26,530	
iv. Other Financial Assets		-		-	
(c) Other current assets	8	54,93,386		72,27,917	
		<b>2,19,31,792</b>		<b>2,05,30,878</b>	
<b>Total Assets (A)</b>		<b>7,06,82,220</b>		<b>6,42,27,296</b>	
<b>EQUITY AND LIABILITIES</b>					
<b>(1) Equity</b>					
(a) Equity share capital	9	3,02,33,710		3,02,33,710	
(b) Other equity	10	88,62,224		3,63,215	
		<b>3,90,95,934</b>		<b>3,05,96,925</b>	
<b>(2) Liabilities</b>					
<b>(i) Non-current liabilities</b>					
(a) Financial liabilities					
(i) Borrowings	11	2,55,23,023		2,55,23,023	
(b) Provisions		-		-	
(c) Deferred tax liabilities(net)	12	8,68,657		6,90,992	
(d) Other non-current liabilities		-		-	
		<b>2,63,91,680</b>		<b>2,62,14,015</b>	
<b>(ii) Current liabilities</b>					
(a) Financial liabilities					
i. Borrowings		-		-	
ii. Trade payables	13	4,37,587		7,09,163	
iii. Other financial liabilities	14	20,76,019		26,02,773	
(b) Provisions	15	26,81,000		41,04,420	
(c) Other current liabilities		-		-	
		<b>51,94,606</b>		<b>74,16,356</b>	
<b>Total equity and liabilities</b>		<b>7,06,82,220</b>		<b>6,42,27,296</b>	
Significant accounting policies	1				

See accompanying notes to financial statements

Vide our report of even date attached

For **VIVEKANANDAN ASSOCIATES**

Chartered Accountant

Partner  
 Memb. No:  
 UDIN:  
 Place: Chennai  
 Date: May 28, 2025



*S G Chandru*  
 S G Chandru  
 Managing Director  
 DIN : 00814605

*Malathi Gopalakrishnan*  
 Malathi Gopalakrishnan  
 Director  
 DIN: 00841108

Sd/-  
**Sweety Goyal**  
 Company Secretary

Sd/-  
**Avudairaj**  
 Chief Financial Officer

VDIN: 25027312 BMIT GD9597



**Statement of Profit & Loss for the year ended March 31, 2025**

(Amount - Rs.)

	Notes	Year ended 31-03-2025	Year ended 31-03-2024
I Revenue from Operations	16	4,35,03,978	4,28,67,886
II Other Income	17	26,39,473	34,38,480
III Total Income		<b>4,61,43,451</b>	<b>4,63,06,366</b>
IV Expenses:			
Cost of material consumed		-	-
Purchase of stock in trade		-	-
Change in inventories of finished goods, stock-in-trade, work-in-progress		-	-
Employee benefit expense	18	2,22,41,353	2,40,43,391
Finance costs	19	8,903	17,630
Depreciation and amortisation expense	2	11,07,203	9,56,079
Other expenses	20	1,14,28,317	97,97,904
<b>Total expenses</b>		<b>3,47,85,776</b>	<b>3,48,15,004</b>
<b>Profit before exceptional and extraordinary items and taxes (III-IV)</b>		<b>1,13,57,675</b>	<b>1,14,91,362</b>
V Exceptional items		-	-
VII <b>Profit before tax (PBT) (VII-VIII)</b>		<b>1,13,57,675</b>	<b>1,14,91,362</b>
VIII Tax expense			
i) Current tax		26,81,000	26,60,979
ii) Excess IT Provision for earlier Year Provided/( written back)		-	88,784
iii) Deferred tax		1,77,665	3,53,042
IX <b>Profit/(Loss) for the period from continuing operations</b>		<b>84,99,010</b>	<b>83,88,557</b>
X <b>Profit/(Loss) for the period</b>		<b>84,99,010</b>	<b>83,88,557</b>
XI Other comprehensive income			
A. Items that will not be reclassified to profit or loss:			
Remeasurements of post employment benefit obligations			-
Change in fair value of equity instruments			-
Income tax relating to these items			-
B. Items that will be reclassified to profit or loss:			
Fair value changes on cash flow hedges			-
Income tax relating to these items			-
Other comprehensive income for the year, net of tax			-
XII Total comprehensive income for the year		<b>84,99,010</b>	<b>83,88,557</b>
XIII Earnings per equity share		2.81	2.77
Basic & Diluted Earnings per share		2.81	2.77

See accompanying notes to financial statements

Vide our report of even date attached


For VIVEKANANDAN ASSOCIATES

Chartered Accountant





S G Chandru  
Managing Director  
DIN : 00814605



Malathi Gopalakrishnan  
Director  
DIN: 00841108

Partner

Memb. No:

UDIN:

Place: Chennai

Date: May 28, 2025



UDIN: 25023123mITG09597

Sd/-

Sweety Goyal  
84  
Company Secretary

Sd/-

Avudairaj  
Chief Financial Officer

**Pace Automation Limited**  
 No2. III Street, Parameshwari Nagar, Adyar, Chennai 600020  
 CIN: L29141TN1989PLC018133  
**Cash Flow Statement for the year ended March 31, 2025**

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
<b>A. Cash Flow from Operating Activities</b>				
Net Profit Before Tax and Extraordinary Items		1,13,57,675		1,14,91,362
Add:				
Depreciation and Amortisation for the year	11,07,203		11,04,746	
Income tax - deferred tax & Others	(28,58,665)		(31,02,805)	
Interest Income	(26,31,173)		(34,38,480)	
Finance cost	8,903		17,630	
Operating Profit before Changes in Working Capital		69,83,943		60,72,453
<b>(Increase)/ Decrease in Working Capital</b>				
Sundry Debtors	14,94,345		15,38,268	
Loans and Advances	(14,29,731)		-4,76,530	
Other current assets	17,34,531		50,37,940	
Current Liabilities	22,21,750		-38,96,850	
		40,20,896		22,02,828
Cash generated from operations		1,10,04,839		82,75,281
Direct taxes paid/(Received)		42,65,836		(2,04,375)
<b>Net Cash Flow from Operating Activities (A)</b>		67,39,003		84,79,656
<b>B. Cash Flow from Investing Activities</b>				
Purchase of Property, Plant and Equipment	(28,95,794)		(5,45,907)	
Capital Work-in-Progress	(21,05,842)		-	
Interest received	26,31,173		34,38,480	
Sale of Fixed Assets			1,48,667	
Dividend received			-	
<b>Net Cash Flow from Investing Activities (B)</b>		(23,70,463)		30,41,240
<b>C. Cash Flow from Financing Activities</b>				
Long Term Borrowings availed/(repaid)	-		-	
Short-Term Borrowings availed/(repaid)	-		-	
Interest Paid on Borrowings	(8,903)		(17,630)	
Loans and Advances	-		-	
<b>Net Cash Flow from Financing Activities (C)</b>		(8,903)		(17,630)
<b>Total (A+B+C)</b>		43,59,636		1,15,03,266
Cash and Cash Equivalents at the Beginning of the year		4,30,20,017		3,15,16,751
Cash and Cash Equivalents at the end of the year		4,73,79,654		4,30,20,017
<b>D. Increase/(Decrease) in Cash and Cash Equivalents</b>		43,59,636		1,15,03,266

See accompanying notes to financial statements

Vide our report of even date attached

For VIVEKANANDAN ASSOCIATES

Chartered Accountant




Partner

Memb. No:

UDIN: 25027312BMIT6D9597

Place: Chennai

Date: May 28, 2025



S G Chandru  
 Managing Director  
 DIN : 00814605



Malathi Gopalakrishnan  
 Director  
 DIN: 00841108

Sd/-

Sweety Goyal  
 Company Secretary

Sd/-

Avudairaj  
 Chief Financial Officer



## **Notes forming part of Accounts**

### **1. Corporate Information**

Pace Automation Limited was incorporated on 29th September, 1989 under the Companies Act, 1956 as a Public Limited Company with its registered office at No.2, III Street, Parameswari Nagar, Adyar, Chennai, Tamil Nadu – 600020. Pace Automation is engaged in providing automation and IT-enabled services across sectors like retail, petroleum, and digital content delivery. It does not operate a manufacturing plant like textile companies but delivers software and technology solutions.

### **Significant Accounting Policies:**

#### **2. Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013

#### **3. Use of Estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

#### **4. Inventories**

Inventories if any, are valued at the lower of cost (on FIFO / weighted average basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including taxes and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable.

#### **5. Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## **6. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## **7. Property, Plant and Equipment**

Property, Plant and Equipment are stated at historical cost less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with them will flow to the Company and the cost of the expenditure can be measured reliably. Repairs and Maintenance costs are recognized in the Statement of Profit and Loss when they are incurred.

## **8. Depreciation and Amortization**

Depreciation has been calculated on written down method and in the manner specified in Companies Act, 2013 and the rules made there under. Depreciation for assets purchased/sold during the period is proportionately charged. Depreciation methods, useful lives & residual values are reviewed periodically.

## **Revenue recognition**

### **9. Sale of goods/ services**

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

### **10. Other income**

Interest income is accounted on accrual basis.

### **11. Intangible assets**

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any other taxes (other than those subsequently recoverable from the taxing authorities),



and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

## **Foreign currency transactions and translations**

### **12. Initial recognition**

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **13. Measurement of foreign currency monetary items at the Balance Sheet date**

In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

### **14. Government grants, subsidies and export incentives**

The company has not received any grant from the Government and hence compliance requirement with respect to AS 12 does not arise. Export Incentive like Duty Drawback on exports are accounted on actual receipt as and when received.

### **15. Investments**

The company has not made any investments and hence compliance requirement with respect to AS 13 does not arise.

### **16. Employee benefits**

The company has instituted Provident Fund Scheme for its employees and has covered the employees (wherever applicable) under Employees State Insurance Scheme too and the due date to the corporation has been remitted properly. The company has not provided for gratuity payable, if any for the year 2024-25.

## **17. Defined contribution plans**

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made. The company has obligation towards gratuity, defined benefit retirement plan covering eligible employees as per the Payment of Gratuity act, 1972. The plan provides lump sum payment to vested employees at retirement, death, or on termination of employment. The company accounts for liability for gratuity benefits payable in the future based on year-end actuarial valuation.

## **18. Borrowing costs**

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

## **19. Segment reporting**

Segment Reporting does not arise to our company since our main activity of business is providing end-to-end automation solutions across various retail verticals. Its core business activity is Solution as a Service and also all the expenses incurred are not wholly separable.

## **20. Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

## **21. Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

## **22. Impairment of Assets**

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

## **23. Contingent Liabilities**

Contingent Liability is not provided.

**24.**In the opinion of the management, the current assets, loans and advances shall realize the value as shown in the balance sheet, if realized in the normal course of business.

**25.**Balance of some of the debtors, creditors & loans and advances are subject to confirmation/reconciliation.

## **26. Other Note to Accounts**

- a) There are no transactions with struck off companies under section 248 or 560.
- b) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
- c) The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules
- d) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237

- e) The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- g) The company is not covered under section 135.
- h) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- i) The company has no pending litigations and hence there is no impact on its financial position in its standalone financial statements.
- j) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- k) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- l) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- m) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**PACE AUTOMATION LIMITED**  
**PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS**

Description	Property, Plant & Equipment							
	Electric Vehicle	Plant and Machinery	Moulds and Tools	Office Equipment	Furniture & Fixtures	Computers	Intangibles	Total
	1	2	3	4	5	6	7	8
Cost of assets								
Gross carrying value as at 01-04-2024	12,99,017	9,05,526	55,38,070	39,70,957	2,51,703	6,65,71,008	15,07,800	8,00,44,080
Additions	-	-	-	-	20,12,822	8,82,972	-	28,95,794
Sub total	12,99,017	9,05,526	55,38,070	39,70,957	22,64,524	6,74,53,980	15,07,800	8,29,39,874
Sales/deletion/ write off	-	-	-	-	-	-	-	-
Total	12,99,017	9,05,526	55,38,070	39,70,957	22,64,524	6,74,53,980	15,07,800	8,29,39,874
Depreciation/Amortisation								
Up to 31.03.2024	3,21,640	1,57,480	55,38,070	37,98,790	60,614	6,59,21,310	9,42,375	7,67,40,279
For the year	1,62,377	1,12,207	-	25,825	1,35,523	2,94,321	3,76,950	11,07,203
Sub total	4,84,017	2,69,687	55,38,070	38,24,615	1,96,137	6,62,15,631	13,19,325	7,78,47,482
Withdrawn on assets sold/deleted	-	-	-	-	-	-	-	-
Total	4,84,017	2,69,687	55,38,070	38,24,615	1,96,137	6,62,15,631	13,19,325	7,78,47,482
Carrying value								
As at 31-03-2025	<b>8,15,000</b>	<b>6,35,839</b>	-	<b>1,46,342</b>	<b>20,68,387</b>	<b>12,38,349</b>	<b>1,88,475</b>	<b>50,92,392</b>
As at 31-03-2024	9,77,377	7,48,046	-	1,72,167	1,91,089	6,49,698	5,65,425	33,03,802

**PACE AUTOMATION LIMITED**  
**Notes to Balance Sheet for the year ended March 31, 2025**

	<b>As at</b>	<b>As at</b>
<b>3 LOANS</b>	<b>31.03.2025</b>	<b>31.03.2024</b>
(A) Loans and Advances to Related Parties		
(B) Security Deposits (Secured, Considered good)		
(C) Security Deposits(Unsecured, Considered good)	12,000	12,000
<b>Total (A+B)</b>	12,000	12,000
(C) Other Loans and Advances Unsecured, Considered good Income Tax Payments		
<b>Total (B)</b>	-	-
<b>Total (A+B+C)</b>	12,000	12,000
<b>4 INVENTORIES</b>		
a) Stock-in-Trade (The Stock-in-trade are valued at lower of cost and net realisable value).		
b) Work-in-Progress (WIP)	-	-
c) Finished Goods	-	-
	-	-
<b>5 Trade Receivables</b>		
<b>(A) Outstanding for a period exceeding six months from date they are due for payments:</b>		
Secured, Considered good		-
Unsecured, Considered good		-
Doubtful		-
Less: Bad and doubtful debts Writeen off		-
<b>Total (A)</b>	-	-
<b>(B) Others</b>		
Secured, Considered good		-
Unsecured, Considered good	82,42,491	97,36,836
Doubtful		-
Less: Allowance for bad and doubtful debts		-
<b>Total (B)</b>	82,42,491	97,36,836
<b>Total (A+B)=C</b>	82,42,491	97,36,836
<b>6 Cash And Cash Equivalents</b>		

Balance with Banks in Current accounts	59,39,307	27,39,423
Deposits with Banks	4,14,40,000	4,02,80,422
Cash on hand	347	172
	<b>4,73,79,654</b>	<b>4,30,20,017</b>

## 7 Current Assets- Loans

### (A) Loans and Advances to related parties

-

### (B) Others

(i) Secured, Considered good

(ii) Unsecured, Considered good

Deposit

-

Others

22,56,261

8,26,530

(iii) Doubtful

### Total

**22,56,261**

**8,26,530**

## 8 Other Current Assets

TDS Receivable

39,83,002

51,25,278

IT Refund & Interest Due

-

-

Interest accrued on Deposits

13,98,201

20,63,802

Other Receivables

1,12,183

38,837

**54,93,386**

**72,27,917**

**PACE AUTOMATION LIMITED**  
**Notes to Balance Sheet for the year ended March 31, 2025**

**9 EQUITY SHARE CAPITAL**

**(a) Authorised, issued, subscribed and fully paid up**

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Rupees	Number	Rupees
Authorised:				
Equity Shares of Rs.10 each	95,00,000	9,50,00,000	95,00,000	9,50,00,000
Redeemable Preference Shares Rs.10 each	25,00,000	2,50,00,000	25,00,000	2,50,00,000
(b) Issued, Subscribed and Fully paid up :				
Equity Shares of Rs.10 each*	30,23,371	3,02,33,710	30,23,371	3,02,33,710
Redeemable Preference Shares Rs.10 each	25,00,000	2,50,00,000	25,00,000	2,50,00,000
(b) Paid-Up, Share Capital* :				
Equity Shares of Rs.10 each	30,23,371	3,02,33,710	30,23,371	3,02,33,710
	<b>30,23,371</b>	<b>3,02,33,710</b>	<b>30,23,371</b>	<b>3,02,33,710</b>

**(b) Reconciliation of number of equity shares outstanding at**

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Rupees	Number	Rupees
Number of shares outstanding as at the beginning of the year	30,23,371	3,02,33,710	30,23,371	3,02,33,710
Shares issued during the year	-	-	-	-
Number of shares outstanding as at the end of the year	<b>30,23,371</b>	<b>3,02,33,710</b>	<b>30,23,371</b>	<b>3,02,33,710</b>

Note: The National Company Law Tribunal, Special Bench- I, Chennai Bench vide its order dated 31.05.2023 approved the Scheme of Reduction of Capital by which 68% of the paid-up equity share capital by reducing the nominal value of the equity shares from Rs.10/- each to Rs.3.20 each by canceling the equity share capital of Rs.6.80 per Equity share and that such reduced Subscribed, Issued and Paid-up share capital of Rs.3,02,33,710/- divided into 94,48,035 equity shares of Rs.3.20 shall be consolidated into 30,23,371 equity shares of Rs/10/- each in such manner that every 100 equity shares of Rs.3.20 each shall constitute 32 equity shares of Rs.10/- each fully paid-up.

(ii) As per the Scheme of Reduction of Capital by the NCLT, Rs. 6,42,46,640/- out of the Equity Share Capital is transferred to the Profit and Loss Account and set off the accumulated Losses to this extent during the year 2023-24.

(iii) Every shareholder is entitled to such rights as to attend and vote at the meeting of the shareholders to receive dividends distributed and also has a right in the residential interest of the assets of the Company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.

(iv) There are no restrictions attached to equity shares.

**(d) Shareholder holding more than 5% shares at the end of the year**



Name of the shareholder	Class of shares	As at 31-03-2025		As at 31-03-2024	
		Number	%	Number	%
Mr S G Chandru	Equity	6,50,606	6.89	6,50,606	6.89
Mrs Meera Chandru	Equity	26,15,600	27.68	26,15,600	27.68
Ms Malathi Gopalakrishnan	Equity	27,04,769	28.65	27,04,769	28.65
Electronics Corporation of Tamil Nadu Ltd	Equity	4,89,285	5.18	4,89,285	5.18
Redeemable Preference Shares - Mrs Meera Chandru	Preference	25,00,000	100.00	25,00,000	100.00

**PACE AUTOMATION LIMITED**  
**Notes to Balance Sheet for the year ended March 31, 2025**

**10 Other equity**

	As at 31-03-2025	As at 31-03-2024
(i) Capital Reserve (a)	23,09,000	23,09,000
(ii) Export Market Development Grant (b)	1,92,839	1,92,839
<b>(iii) Retained Earnings</b>		
Opening Balance	<b>(21,38,624)</b>	(7,47,73,823)
Add: Profit/(Loss) for the year	84,99,010	83,88,558
Less: Transfer from Equity Share Capital*	-	6,42,46,640
Closing Balance (c)	63,60,385	(21,38,624)
<b>Total (a+b+c)</b>	<b>88,62,224</b>	<b>3,63,215</b>

**11 Non-current Liabilities - Financial Liabilities- Borrowings**

Particular	As at 31-03-2025	As at 31-03-2024
Trade Deposits	5,23,023	5,23,023
<b>UNSECURED LOAN</b>		-
Redeemable preference shares	2,50,00,000	2,50,00,000
<b>Total</b>	<b>2,55,23,023</b>	<b>2,55,23,023</b>

The Company has only class of Preference Shares (Non-convertible Cumulative Redeemable) having a face value of Rs.10/- and carrying a dividend rate of 5%. The cumulative dividend payable thereon since the inception of receipt of Redeemable Preference Shares @5 % per annum till March 31, 2025 is Rs. 275.00 Lakhs. The due date of redemption of Preference shares is 31.12.2026.

2. Details of shares held by each shareholder more than 5% shares.

	As at 31-03-2025	As at 31-03-2024
	No. of shares	No. of shares
Mrs Meera Chandru (100%)	2,50,000	2,50,000

**12 Non-Current Liabilities - Financial Liabilities- Deferred Tax Liabilities**

Particular	As at 31-03-2025	As at 31-03-2024
Opening Balance	6,90,992	3,37,950
Add: Additions during the year on account of depreciation Benefits	1,77,665	3,53,042
Closing Balance	<b>8,68,657</b>	<b>6,90,992</b>

**13 Current Liabilities - Financial Liabilities- Trade Payable**

Particular	As at 31-03-2025	As at 31-03-2024
Trade Creditors	4,37,587	7,09,163
<b>Toatl</b>	<b>4,37,587</b>	<b>7,09,163</b>

**14 Current Liabilities - Financial Liabilities- Other Financial Liabilities**

Particular	As at 31-03-2025	As at 31-03-2024
Managing Director's Current Account	-	-
<b>Other Payables</b>		
-PF payable	56,222	79,970
-ESI payable	1,458	3,154
-GST payable	5,08,980	4,31,215
-TDS payable	2,02,849	2,47,567
-Gratuity Payable	80,769	80,769
-Other Creditors	12,25,741	17,60,098
<b>Total</b>	<b>20,76,019</b>	<b>26,02,773</b>

**15 Current Liabilities - Provisions**

Particular	As at 31-03-2025	As at 31-03-2024
For Income tax	26,81,000	41,04,420
<b>Toatl</b>	<b>26,81,000</b>	<b>41,04,420</b>

**PACE AUTOMATION LIMITED**  
**Notes to Statement of Profit and Loss for the year ended March 31, 2025**

<b>16 REVENUE FROM OPERATIONS</b>	<b>Year ended 31-03-2025</b>	<b>Year ended 31-03-2024</b>
Sales of material		
IT related Services - Transaction Processing Charges	4,35,03,978	4,28,67,886
	<b>4,35,03,978</b>	<b>4,28,67,886</b>
<b>17 OTHER INCOME</b>		
Interest income	25,95,198	34,38,480
Interest on Income Tax Refund	35,975	-
Miscellaneous income	8,300	-
	<b>26,39,473</b>	<b>34,38,480</b>
<b>18 Employee Benefit Expenses</b>		
Salaries, Wages and Bonus	1,54,60,096	1,63,25,446
Remuneration to directors	53,62,340	58,10,509
Sitting Fees to Directors	55,000	90,000
Contribution of PF and other funds	9,36,719	11,13,837
Staff Welfare Expenses	1,45,139	4,56,329
Gratuity/Ex-gratia	2,82,059	2,47,270
	<b>2,22,41,353</b>	<b>2,40,43,391</b>
<b>19 Finance Cost</b>		
Interest Expense	3,000	15,545
Bank Charges	5,903	2,085
	<b>8,903</b>	<b>17,630</b>
<b>20 Other expenses</b>		
Advertisement Charges	36,000	30,000
Rent	2,40,000	2,40,000
Printing and Stationery	49,044	11,503
Repairs and Maintenance - Equipments	1,30,902	97,500
Repairs and Maintenance Others	43,506	1,31,716
Communication expenses	1,63,497	1,86,752
General Expenses	3,49,000	2,92,500
Electricity Charges	67,926	9,775
Virtual Server Charges	64,88,476	68,32,279
Professional charges	21,37,208	7,62,420
Rates and Taxes	78,191	1,270
Postage and courier expenses	3,256	5,704
Registrations and renewals	28,345	86,027

Office Maintenance	2,788	3,000
Listing and other fees to stock exchange	3,18,000	55,000
Filing fees	5,890	7,683
Miscellaneous expenses	1,58,850	2,85,085
<b>Payments to statutory auditors:</b>		
- As Auditors	60,000	60,000
- For Certification	20,000	20,000
- Taxation Matters	15,000	15,000
- Reimbursement of expenses	-	-
Travelling and Conveyance	26,100	6,64,690
Sales Expenses	10,06,338	-
	<b>1,14,28,317</b>	<b>97,97,904</b>

#### Miscellaneous expenses

Service Charges		5,285
Penalty		-
AGM Expenses	72,665	67,760
Custodial Fees	68,000	45,000
Secretarial Charges	10,000	10,000
Profession Tax contribution	8,190	8,380
Rounding Off	-5	-6
Obsolete Assets written off	-	1,48,667
Obsolete Projects written off	-	-
		-
Total	<b>1,58,850</b>	<b>2,85,085</b>

Trade payable ageing schedule

**Outstanding for following periods from due date of payment (2024-25)**

Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME		-	-	-	-	-	
Others		-	4,37,587	-	-	-	
Disputed dues-MSME		-	-	-	-	-	-
Disputed dues-Other		-	-	-	-	-	-
<b>Total</b>			<b>4,37,587</b>				

**Outstanding for following periods from due date of payment (2023-24)**

Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME						-	
Others			7,09,163			-	
Disputed dues-MSME						-	-
Disputed dues-Other						-	-
<b>Total</b>			<b>7,09,163</b>				

Trade receivable ageing schedule

**Outstanding for following periods from due date of payment (2024-25)**

Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables – considered good	-	-	82,42,491.00	-	-	-	<b>82,42,491.00</b>
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
<b>Total</b>			<b>82,42,491.00</b>				<b>82,42,491.00</b>

**Outstanding for following periods from due date of payment (2023-24)**

Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables – considered good	-	-	97,36,836.00	-	-	-	97,36,836.00
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
<b>Total</b>			<b>97,36,836.00</b>				<b>97,36,836.00</b>

## Disclosures regarding analytical ratios

Ratio	Numerator	Denominator	Current Period FY - 2024-25	Previous Period FY 2023-24
Current Ratio	Current Assets	Current Liabilities	4.22	2.77
Debt-equity ratio	Total Debt	Shareholder's Equity	0.68	0.86
Debt service coverage ratio	Earnings available for debt service	Debt Service	Not applicable	Not applicable
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	24.39%	31.77%
Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	Not applicable	Not applicable
Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	4.84	4.08
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	Not applicable	Not applicable
Net capital turnover ratio	Net Sales	Average Working Capital	2.91	22.39
Net profit ratio	Net Profit	Net Sales	19.54%	19.57%
Return on capital employed	Earning before interest and taxes	Capital Employed	29.07%	37.61%
Return on investment	Profit after tax	Shareholder's Fund	21.74%	27.42%

**19. OTHER DISCLOSURES AND ADDITIONAL INFORMATION AS PER REQUIREMENTS IN REVISED SCHEDULE III OF THE COMPANIES ACT 2013**

**(A) OTHER DISCLOSURES**

**1. EMPLOYEE BENEFIT PLANS**

As per Accounting Standard 15, Employee Benefit, the disclosure of employees' benefits are given below: Rs.

S.No	Particulars	2024-25	2023-24
a)	Contribution to Provident Fund		
b)	Contribution to employees' pension scheme 1995	9.37	11.14

Particulars		Gratuity	Gratuity
		2024-25	2023-24
Discount Rate (Per annum)			
Rate of increase in compensation Levels			
Rate of return on Plan Assets			
Expected Average remaining working Lives of employees in no of years			

2. The debit and credit balances of parties are subject to confirmation.

3. In the absence of taxable income as per the provisions of the Income Tax Act, 1961, no provision has been made for taxation in the accounts.

4. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium enterprises Act, 2006 and hence disclosures, if any, relating to amounts unpaid as the year end together with interest paid / payable as required under the said Act have not been given.

5. Interest on others (net of interest income) Rs. Nil (Rs.Nil)

**6. Disclosure under Indsian Accounting Standard 108 – SEGMENT REPORTING**

The company operates only in one business segment being IT services and hence no separate segemental reporting is reported.

8. Loans and Advances for the year under report from the Group Company is Nil.

**9. Earnings per Share:**

Particulars		2024-25	2023-24
Net Profit/Loss as disclosed in Profit & Loss Account		84.99	83.89
Net Profit/Loss attributable to the Equity shareholders		84.99	83.89
Weighted average Equity Shares			
Basic and diluted Earnings Per Share (face value of Rs.5 each)	Nos	3023371	3023371
Before Exceptional Items		2.81	2.77
After Exceptional Items		2.81	2.77

**10. As per the Indian Accounting Standard 24 – Related Party Transaction:**

The list of the related parties as identified by company is as under:

Key Managerial Personnel:

Name of the related party	Nature of Transaction	2024-25	2023-24
SG Chandru	Sitting fee	53.62	56.02
Sitting fees to directors	Salary	0.55	0.92
Rent paid to director	Salary	2.40	2.4

**11. AUDITORS' REMUNERATION**

Particulars	2024-25	2023-24
Statutory Audit Fees	0.95	0.95
Certification	Nil	Nil
Cost Audit Fees	Nil	Nil

**12. Additional Information as required in Revised Schedule III of the Companies Act, 2013.**

PARTICULARS	2024-25	2023-24
1) Sales, Production & Stocks	Nil	Nil
2) Traded Good (Cotton Yarn)		
a) Purchase	Nil	Nil
b) Sales		
3) Raw Material Consumed	Nil	Nil
4) Value of Imports - CIF	Nil	Nil
5) Value of Consumption – Stores, Spares & Packing Materials	Nil	Nil
6) Expenditure on Foreign Currency		
a) Commission	Nil	Nil
b) Travel	Nil	Nil
7) Earnings in Foreign Exchange		
Export of Goods in FOB value	Nil	Nil



13. The Company has not obtained loan during the year.

14. Previous years' figures have been regrouped and rearranged wherever necessary so as to confirm the current years' presentation. Figures in brackets represent previous years' figures.

<b>For Vivekanandan Associates</b>	<b>For Pace Automation Limited</b>	
<b>Chartered Accountants</b>		
Firm Registration No. 005268S		
<b>S Dehaleesan (Partner)</b>	<b>S. G. Chandru</b>	<b>Malathi G</b>
M. No: 027312	Director	Director
UDIN: 25027312BMITGD9597	DIN: 00814605	DIN: 00841108
Date: 28.05.2025		
Place: Chennai		