

NOTICE

NOTICE IS HEREBY GIVEN THAT 03/2023-24 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED WILL BE HELD, AT A SHORTER NOTICE, ON MONDAY, 18TH DAY OF SEPTEMBER 2023 AT 12.50 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

The Company pursuant to (i) Subscription and Shareholders Agreement dated February 25, 2022 (“SSHA”) executed with DEA Topco II LP, IDCCo Pte Ltd and National Investment and Infrastructure Fund and (ii) Deed of Accession executed amongst DEA Topco II LP and DEI SG SPVII Pte. Ltd proposes to obtain shareholder approval to pass the following resolutions:

ITEM NO. 1 :

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

TO APPROVE ISSUANCE OF EQUITY SECURITIES

“**RESOLVED THAT** pursuant to: (i) SSHA, (ii) Deed of Accession (iii) Sections 23, 42, 62(1)(c), Section 71, Section 79 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (iv) applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) read with rules, circulars, notifications, regulations and guidelines issued under FEMA (v) pricing guidelines under applicable laws and (vi) all other applicable laws including any amendment, re-enactment, or statutory modification thereof for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot (in one or more tranches) compulsorily convertible preference shares (**CCPs**) and compulsorily convertible debentures (**CCDs**) (“collectively referred hereinafter as “**Equity Securities**”), to DEI SG SPVII Pte Ltd, IDCCO Pte Ltd and National Investment and Infrastructure Fund, a trust created under the Indian Trusts Act 1882 acting through its investment manager National Investment and Infrastructure Fund Limited (hereinafter referred to as the “**Initial Shareholders**”) pursuant to, the Private Placement Offer Letters in Form PAS-4, the Company’s record under Section 42(7) of the Companies Act, 2013, record of private placement offer in Form PAS-5 and serially numbered application form, draft of which were placed before this meeting and initialed by the Chairperson for the purposes of identification and that the details of the proposed allotment are as under:

| Sr. No. | Name of Initial Shareholders | Number of Equity Securities | Consideration (Amount in India Rupees) |
|---------|--|---|---|
| 1. | DEI SG SPVII Pte. Ltd. | (i) 11,25,000 Class A CCPs of INR 100/- each (ii) 60,00,000 Class A CCDs of INR 100/- each | (i) 11,25,00,000 (ii) 60,00,00,000 |
| 2. | National Investment and Infrastructure Fund | (i) 10,12,500 Class B CCPs of INR 100/- each (ii) 54,00,000 Class B CCDs of INR 100/- each | (i) 10,12,50,000 (ii) 54,00,00,000 |
| 3. | IDCCO Pte Ltd | (i) 1,12,500 Class C CCPs of INR 100/- each (ii) 6,00,000 Class C CCDs of INR 100/- each | (i) 1,12,50,000 (ii) 6,00,00,000 |
| | Total | (i) 22,50,000 CCPs of INR 100/- each (ii) 1,20,00,000 CCDs of INR 100/- each | (i) 22,50,00,000 (ii) 1,20,00,00,000 |
| | Total amount proposed to be raised from private placement | | 1,42,50,00,000 |

“**RESOLVED FURTHER THAT** the terms governing the Class A CCDs, Class B CCDs, Class C CCDs, Class A CCPS, Class B CCPS and the Class C CCPS have been annexed to this Resolution as Annexure 1 and Annexure 2 for the purpose of identification and Company hereby accords approval of the shareholders in relation to the terms attached thereto.”

“**RESOLVED FURTHER THAT** the disclosures required with respect to the CCPS pursuant to Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

1. Priority with respect to payment of dividend: as provided in the terms annexed to this resolution as Annexure 2
2. Priority with respect to repayment of capital vis-à-vis equity shares: as per Companies Act, 2013
3. Participation in surplus fund: as provided in the terms annexed to this resolution as Annexure 2
4. Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: as per Companies Act, 2013
5. Payment of dividend on cumulative or non-cumulative basis: cumulative

6. Conversion of preference shares into equity shares: as provided in the terms annexed to this resolution as Annexure 2
7. Voting rights: as provided in the terms annexed to this resolution at Annexure 2
8. Redemption of preference shares: Not applicable; the shares are compulsorily convertible into equity shares”

“**RESOLVED FURTHER THAT** the monies received by the Company from the Initial Shareholders for application to the Equity Securities pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with DBS Bank India Limited and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Company shall take all such steps that may be deemed necessary for the purpose of immediate filing of relevant forms and other documents as may be required with respect to the aforesaid resolution, with the Registrar of Companies and all other authorities pursuant to applicable laws and various agreements to which the Company is a party.”

“**RESOLVED FURTHER THAT** Directors, Chief Financial Officer and Secretary of the Company, are hereby individually and severally authorized to take all steps to implement this resolution, including the filing of relevant e-forms with the Registrar of Companies, and to resolve and settle all questions that may arise in relation to the proposed issuance of the Equity Securities, including without limitation, issuing clarifications on the issue and allotment of the Equity Securities, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing applications with the appropriate authorities for the issuance of the Equity Securities, as may be required, and do all such acts, deeds and things in connection therewith and incidental thereto as the board of directors in their absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided in each case, that such acts, deeds, matters or things are within the scope of the foregoing resolution.”

ITEM NO 2

TO APPROVE THE DRAFT LETTER OF OFFER CUM APPLICATION TO BE ISSUED BY THE COMPANY

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

“**RESOLVED THAT** pursuant to: (i) SSHA, (ii) Deed of Accession (iii) Sections 23, 42, 62(1)(c), Section 71, Section 79 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (iv) applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) read with rules, circulars, notifications, regulations and guidelines issued under FEMA (v) pricing guidelines under applicable laws and (vi) all other applicable laws including any amendment, re-enactment, or statutory modification thereof

for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the drafts of the 'Private Placement Offer Letter' prepared in Form PAS-4 to be issued by the Company to each of DEI SG SPVII Pte Ltd, National Investment and Infrastructure Fund, a trust created under the Indian Trusts Act 1882 acting through its investment manager National Investment and Infrastructure Fund Limited, and IDCCO Pte Ltd (hereinafter referred to as the "**Initial Shareholders**") along with the securities application form addressed to the Initial Shareholders, offering the issuance of compulsorily convertible preference shares and compulsorily convertible debentures ("**Equity Securities**")."

RESOLVED FURTHER THAT Directors and Secretary of the Company, be and are hereby individually and severally designated to keep the record of the private placement offer/(s) in Form PAS-5 being made as aforesaid or to be made by the Company to the Initial Shareholders.

"RESOLVED FURTHER THAT the Company shall take all such steps that may be deemed necessary for the purpose of immediate filing of relevant forms and other documents as may be required with respect to the aforesaid resolution, with the Registrar of Companies and all other authorities pursuant to applicable laws and various agreements to which the Company is a party."

"RESOLVED FURTHER THAT Directors, Chief Financial Officer and Secretary of the Company, are hereby individually and severally authorized to take all steps to implement this resolution, finalise (including but not limited to date of opening and date of closure of offer for private placement) and issue the letter of offer of private placement in form PAS-4, and take all actions in connection with the further issuance and allotment of the Equity Securities to the Initial Shareholders as and where applicable, including the filing of relevant e-forms with the Registrar of Companies, and to resolve and settle all questions that may arise in relation to the proposed issuance of the Equity Securities, including without limitation, issuing clarifications on the issue and allotment of the Equity Securities, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing applications with the appropriate authorities for the issuance of the Equity Securities, as may be required, and do all such acts, deeds and things in connection therewith and incidental thereto as the board of directors in their absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided in each case, that such acts, deeds, matters or things are within the scope of the foregoing resolution."

For and on behalf of the Board
For DIGITAL EDGE DC (INDIA) PRIVATE LIMITED
(formerly known as AGP DC Infra Two Private Limited)



Manish Sansi
Company Secretary
Membership No.: ACS 10985
Date: 18th September 2023
Place: Mumbai
Registered office: Assetz House No. 30, Crescent Road, Bangalore 560001 Karnataka (India)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out the material facts relating to the business stated under Item No. 1 and Item No. 2, is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2022 dated May 5, 2022 and General Circular No.10/2022 dated December 28, 2022 in (collectively referred to as MCA Circulars), permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. The EGM of the Company is held on shorter notice in line with provisions of section 101 (1) of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
6. Corporate Members intending to appoint their authorised representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id tulsi.daryanani@digitaledge.com
7. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on 18th August 2023.
8. Members who have not yet registered their email addresses are requested to register the same by writing at the following email id tulsi.daryanani@digitaledge.com
9. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.
10. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The relevant documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at tulsi.daryanani@digitaledge.com to inspect the same.
12. In case a Poll on any item is demanded by the Members at the EGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id tulsi.daryanani@digitaledge.com

Explanatory statement pursuant to provisions of section 102 of the Companies Act 2013

Resolution at Item No. 1 and 2:

The Company intends to raise capital on a preferential basis through private placement offer which shall be utilized by the Company towards the main object of the company (including construction of data centres) for the construction of substructure, superstructure, fitout, building services, infrastructure and carrying out external development work for its first building which shall have a capacity of around 15 MW IT load and has been codenamed as “BOM1”, master planning and other initial costs for second building which shall have a capacity of approximately 40 MW IT load and has been codenamed as “BOM2”, for carrying on all such other works that may be required to be done from time to time in relation to planning, construction, development, operationalization of data centre(s) of the Company and other general corporate purpose costs. The Board of Directors of the Company at its meeting held on 18th September 2023 had approved issuance of Equity Securities on a private placement basis to the Initial Shareholders.

The approval of shareholders of the Company is required in accordance with Section 42, 62, 71 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. The further details of the proposed offer are disclosed below:

The following disclosure for the issuance of Equity Securities on a private placement basis are made in accordance with the provisions of Section 42, 62 and 102 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated 18th September 2013 accorded its approval for raising funds by issuing 22,50,000 compulsorily convertible preference shares (CCPs) of Rs. 100 each at consideration of Rs. 22,50,00,000 and 1,20,00,000 compulsorily convertible debentures (CCDs) of Rs. 100 each at consideration of Rs. 1,20,00,00,000 (collectively herein after referred to as “Equity Securities”) on a private placement.

2. The objects of the issue:

The amounts shall be utilized by the Company towards the main object of the company (including construction of data centres’) for the construction of substructure, superstructure, fitout, building services, infrastructure and carrying out external development work for its first building which shall have a capacity of around 15 MW IT load and has been codenamed as “BOM1”, master planning and other initial costs for second building which shall have a capacity of approximately 40 MW IT load and has been codenamed as “BOM2”, for carrying on all such other works that may be required to be done from time to time in relation to planning, construction, development, operationalization of data centre(s) of the Company and other general corporate purpose costs.

3. The total number of Equity Securities to be issued:

22,50,000 CCPs of Rs. 100 each and 1,20,00,000 CCDs of Rs. 100 each

4. Kinds of securities offered and the price at which security is being offered:

22,50,000 CCPs of Rs. 100 each and 1,20,00,000 CCDs of Rs. 100 each will be issued at its face value.

5. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

Price arrived as per valuation report dated 15th September 2023, copy of which shall be available for inspection at the Registered office of the Company during the business hours.

6. Name and address of valuer who performed valuation:

CS SHREYANSH M JAIN
Registered Valuer (S & FA)
R. No.: IBBI/RV/03/2019/12124
2005-A, Rathi Palace, Ring Road, Surat – 395002, Gujarat, India
Email: rvshreyanshmjain@gmail.com

7. Relevant Date with reference to which the price has been arrived at:

31st August 2023

8. Amount which the Company intends to raise by way of issue of Equity Securities

The Company intends to raise a maximum of Rs. 1,42,50,00,000 by way of issuance of Equity Securities.

9. Material terms of issuing Equity Securities:

Please refer Annexure 1 and 2 forming part of this Notice.

10. Proposed time schedule:

Offer open date: 25th September 2023

Offer close date: 24th October 2023

The offer shall remain open till 24th October 2023 (offer close date) provided that if the Company receives the full subscription money from the shareholders, in one or more tranches, prior to offer close date, the Company shall be permitted to make the consequential allotments to the shareholders. Chief Financial Officer and Company Secretary individually and severally authorised to revise the offer open date and close date if required due to change in applicable law, permissions, and consents required for issuance of CCPs and CCDs in this offer.

11. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the promoters will subscribe to the proposed issue other than the contribution made by them as part of the offer towards subscription of CCPs and CCDs or contribution made by them as subscription towards equity shares under the Rights Issue approved by the Board at its Meeting held on 18th September 2023.

12. Principle terms of assets charged as securities:

None

13. The class or classes of persons to whom the allotment is proposed to be made:

Foreign Promoters and Indian Body Corporate

14. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

Proposed Allottees being promoters of the Company intend to subscribe to CCDs and CCPs as indicated in point 16 below.

15. The proposed time within which the allotment shall be completed:

As required under Section 42(6) of the Companies Act, 2013 the allotment shall be made within 60 days of receiving the subscription money, and this offer shall be valid until the date set out in point 10 above.

16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

| Name of the Proposed Allottee | Equity Securities | Number of Equity Securities being offered | % of Equity and CCPs post offer |
|-------------------------------|---|---|---------------------------------|
| DEI SG SPVII Pte. Ltd. | Class A compulsorily convertible debentures ("Class A CCD") having face value of INR 100 each | 60,00,000 | 50.00 |
| | Class A compulsorily convertible preference shares ("Class A CCPS") having face value of INR 100 each | 11,25,000 | |

| | | | |
|---|---|-----------|-------|
| National Investment and Infrastructure Fund | Class B compulsorily convertible debentures ("Class B CCD") having face value of INR 100 each | 54,00,000 | 45.00 |
| | Class B compulsorily convertible preference shares ("Class B CCPS") having face value of INR 100 each | 10,12,500 | |
| IDCCO Pte Ltd | Class C compulsorily convertible debentures ("Class C CCD") having face value of INR 100 each | 6,00,000 | 5.00 |
| | Class C compulsorily convertible preference shares ("Class C CCPS") having face value of INR 100 each | 1,12,500 | |

17. The change in control, if any, in the company that would occur consequent to the preferential offer:

No change in control.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

| S. No. | Name of the Shareholder | No. of Equity Securities | Subscription Amount (in INR) | Shareholding Percentage on a Fully Diluted Basis |
|--------|-------------------------|---|---|--|
| 1. | DEI SG SPVII Pte. Ltd. | 1,87,69,503 Equity Shares of Rs. 10 each (29 th Dec 2022) 56,30,851 Class A Compulsorily Convertible Preference Shares (CCPs) of Rs.100 each (3 rd January 2023) | 18,76,95,030 56,30,85,100 for CCPs | 50.00% |

| S. No. | Name of the Shareholder | No. of Equity Securities | Subscription Amount (in INR) | Shareholding Percentage on a Fully Diluted Basis |
|--------------|---|--|---|--|
| | | 3,00,31,205 Class A Compulsorily Convertible Debentures (CCDs) (3 rd January 2023) | 3,00,31,20,500 for CCDs Total- Rs. 3,75,39,00,630 | |
| 2. | National Investment and Infrastructure Fund, acting through its investment manager, National Investment and Infrastructure Fund Limited | 1,70,20,176 Equity Shares of Rs. 10 each (Rights Issue) (3 rd January 2023) 51,06,053 Class B CCPS of Rs. 100 each (3 rd January 2023) 2,72,32,282 Class B CCDs of Rs. 100 each (3 rd January 2023) | 17,02,01,760 51,06,05,300 2,72,32,28,200 Total Rs. 3,40,40,35,260 | 45.00% |
| 3. | IDCCO Pte. Ltd. | 17,49,327 Equity Shares of Rs. 10 each (29 th Dec 2022) 5,24,798 Class C CCPS (3 rd January 2023) 27,98,922 Class C CCDs of Rs. 100 each (3 rd January 2023) | 1,74,93,270 5,24,79,800 27,98,92,200 Total Rs. 34,98,65,270 | 5.00 |
| Total | | | 7,50,78,01,160 | 100% |

19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

20. The pre issue and post issue shareholding pattern of the company:

Please refer **Annexure C** of this Notice

The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing **Special Resolutions** as provided in Item 1 and Item 2 of this Notice.

None of the directors of the Company are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid. The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows –

- i. Directors of the Company : None
- ii. Key Managerial Personnel of the Company : None
- iii. Relatives of Directors and Key Managerial Personnel of the Company : None

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours.

For and on behalf of the Board
For DIGITAL EDGE DC (INDIA) PRIVATE LIMITED
(formerly known as AGP DC Infra Two Private Limited)



Manish Sansi
Company Secretary
Membership No.: ACS 10985
Date: 18th September 2023
Place: Mumbai

Registered office: Assetz House No. 30, Crescent Road, Bangalore 560001, Karnataka (India)