

NOTICE IS HEREBY GIVEN THAT 02/2023-24 EXTRA-ORDINARY GENERAL MEETING (EGM) OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED (FORMERLY KNOWN AS AGP DC INFRA TWO PRIVATE LIMITED) WILL BE HELD, AT A SHORTER NOTICE, ON MONDAY, 21ST DAY OF AUGUST 2023, AT 10.30 A.M. (IST) THROUGH VIDEO CONFERENCE (VC) VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

SPECIAL BUSINESS

ITEM NO. 1:

ALTERATION OF REGISTERED OFFICE CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to Sections 4, 12, 13 and other provisions, if any, of Companies Act 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) and re-enactments(s) thereof for the time being in force, subject to Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and approval of the Central Government, consent of the Members of Digital Edge DC (India) Private Limited (the “Company”) be and is hereby accorded to shift the registered office of the Company from the state of “Karnataka” to the state of “Maharashtra” which is under the jurisdiction of Registrar of Companies, Mumbai.

“RESOLVED FURTHER THAT consequent to aforesaid change in the registered office of the Company, consent of the Members of the Company be and is hereby accorded for substitution of Clause No. 2 of the Memorandum of Association of the Company as under:

“2. The Registered office of the Company will be situated in the State of Maharashtra.”

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, on receipt of the Order of the Central Government, the registered office of the Company be shifted **FROM** Assetz House No. 30, Crescent Road, Bangalore KA 560001 situated under the jurisdiction of the Registrar of Companies, Bangalore in the state of “Karnataka” **TO** 903, C/66, G Block, One BKC, Opposite Bank of Baroda, Bandra (East), Mumbai- 400051 situated under the jurisdiction of Registrar of Companies, Mumbai in the state of “Maharashtra”;

“RESOLVED FURTHER THAT Directors, Secretary of the Company, be and are hereby individually and severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the

purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may rise in this regard”

RESOLVED FURTHER THAT Directors, Secretary of the Company be and are hereby individually and severally authorised to appear and represent the Company in the matter of the petition before the office of Regional Director and/or before any other authority, if and as may be required, for seeking confirmation for the proposed alteration of the situation Clause of the Memorandum of Association and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including but not limited to:

- (i) appoint any consultant(s), Practicing Company Secretary(ies), advocate(s), attorney(s) and other professionals, as may be required from time to time and to fix their remuneration;
- (ii) make any modifications, variations or alterations stipulated by any authority, while according approval;
- (iii) file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned;
- (iv) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

Item No. 2:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of section 61, 64 (1) of the Companies Act 2013 read with Rule 15 of Companies (Share Capital and Debentures) Rules 2014, Article 34 of the Articles of Association of the Company and other applicable provisions if any of the Companies Act 2013, the authorized share capital of the Company be and is hereby increased:

From

Rs. 210,00,00,000 (Rupees Two Hundred and Ten Crores only) divided into following:

- a. 5,25,00,000 (Five crore twenty five lakh) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 78,75,000 (Seventy Eight lakh seventy five thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 70,87,500 (Seventy lakh eighty seven thousand five hundred) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 7,87,500 (Seven lakh eighty seven thousand five hundred) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.”

To

Rs. 260,00,00,000 (Rupees Two Hundred and Sixty Crores only) divided into following:

- a. 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 97,50,000 (Ninety Seven Lakh Fifty Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 87,75,000 (Eighty Seven Lakh Seventy Five Thousand) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 9,75,000 (Nine Lakh Seventy Five Thousand) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.”

“**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for alteration of Clause 5 of the Memorandum of Association of the Company by substituting in its place, the following:

5. The Authorized Share Capital of the Company is Rs. 260,00,00,000 (Rupees Two Hundred and Sixty Crores only) divided into following:

- a. 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 97,50,000 (Ninety Seven Lakh Fifty Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 87,75,000 (Eighty Seven Lakh Seventy Five Thousand) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 9,75,000 (Nine Lakh Seventy Five Thousand) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.”

“**RESOLVED FURTHER THAT** Directors of the Company or Secretary of the Company be and are hereby individually and severally authorized to file necessary forms, returns, intimations, documents with Ministry of Corporate Affairs and to do all such acts, deeds, matters, things whatsoever, including seeking all necessary approvals, to give effect to this resolution and to settle any questions, difficulties or doubts that may rise in this regard”.

BY ORDER OF THE BOARD OF DIRECTORS
For DIGITAL EDGE DC (INDIA) PRIVATE LIMITED

MANISH SANSI
COMPANY SECRETARY
ACS- 10985

Date: 18th August 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. 11/2022 dated December 28, 2022 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 03/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), permitted the holding of the EGM through Video Conferencing (“VC”) / Other Audio Visual Means (“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 SECTION 102 OF THE COMPANIES ACT, 2013)**

ITEM NO. 1:

ALTERATION OF REGISTERED OFFICE CLAUSE OF MEMORANDUM OF ASSOCIATION:

Presently, the Company's Registered Office is located at Assetz House No. 30, Crescent Road, Na Bengaluru Bangalore Ka 560001 in the state of Karnataka. The Board of Directors of your Company vide circular resolution bearing no 09/2023-24 dated 2nd August 2023 (approved on 7th August 2023) has accorded its approval to shift the Registered Office from Bangalore in the "State of Karnataka" to Mumbai in the "State of Maharashtra".

The shifting of Registered Office of the Company from Karnataka to Mumbai will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently, as most of the administrative functions and banking relations of the Company are being carried from Mumbai.

In terms of the provisions of Section 4, 12 and 13 of the Companies Act 2013 read with Rule 30 of Companies (Incorporation) Rules 2014, shifting of the Registered Office from one State to another requires the Company to alter its Memorandum of Association with the consent of the Shareholders by way of passing the Special Resolution subject to the confirmation of the Central Government, approval of Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

The proposed shifting of registered office of the Company will in no way be detrimental to the interest(s) of any member of the Company, creditors, employees or any other stakeholders or associates of the Company in any manner whatsoever.

None of the Directors and Key Managerial Personnel of the Company and/or any of their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members of the Company.

Item No. 2

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The present Authorized Share Capital of the Company is Rs. Rs. 210,00,00,000 (Rupees Two Hundred and Ten Crores only) divided 5,25,00,000 (Five crore twenty five lakh) Equity Shares of Rs. 10 (Rupees Ten only) each, 78,75,000 (Seventy Eight lakh seventy five thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees

Hundred only) each, 70,87,500 (Seventy lakh eighty seven thousand five hundred) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each and 7,87,500 (Seven lakh eighty seven thousand five hundred) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.”

The Company, as on date, has utilized authorized share capital to the tune of Rs. 190.32 crores and that the available balance of authorized share capital for future utilisation is Rs. 19.68 crores only. As the Company has commenced construction of its Data Centre Project in Navi Mumbai (“the Project”), the Company will require the funds, which will be more than unutilized portion of authorized share capital, to meet its upcoming expenditure (capex and opex) of the Project. In this regard, the Board of Directors of the Company vide circular resolution no 11/2023-24 dated 16th August 2023 (approved on 17th August 2023) has accorded its approval for increasing the Authorized Share Capital from existing authorized share capital to revised authorized share capital as mentioned in resolution provided in Item No 2 of this Notice.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013 and in line with the provision of clause 13.10 of Subscription and Shareholders Agreement, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

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

Place: Mumbai
Date: 18th August 2023

By Order of the Board of Directors
For Digital Edge DC (India) Private Limited

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

Manish Sansi
Company Secretary
ACS 10985