



NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT 01/2021-2022 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AGP DC INFRA TWO PRIVATE LIMITED WILL BE HELD ON TUESDAY, 1ST DAY OF JUNE, 2021 AT 11.00 A.M THROUGH VEDIO CONFERENCE MODE.

SPECIAL BUSINESS:

ITEM NO I

TO CREATE, OFFER, AND ISSUE 10,15,000 COMPULSORILY CONVERTIBLE DEBENTURES ON PREFERENTIAL ALLOTMENT BASIS TO AGP DATA CENTRE HOLDINGS PTE LTD

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

“**RESOLVED THAT** pursuant to Section 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable, the consent of members/shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”) to create, offer, and issue 10,15,000 (Ten Lakh Fifteen Thousand) compulsorily convertible debentures of the Company of face value of INR 100 each (Rupees One Hundred Only) aggregating upto Rs. 10,15,00,000/- (Indian Rupees Ten Crore Fifteen Lakhs Only) as per the terms and conditions set out in the draft letter of offer to the following investor as detailed herein below on private placement basis:

Sr. No.	Name of Proposed Allottee	Address	No. of Compulsorily Convertible Debentures
1.	AGP DATA CENTRE HOLDINGS PTE LTD	104, AMOY STREET # 02-01 SINGAPORE- 069924	10,15,000

“**RESOLVED FURTHER THAT** Directors be and is hereby authorized to deal with the unsubscribed portion of the securities if any in a manner beneficial to the interest of the Company.”

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the offer letters relating to the proposed offer and to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.”



RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the securities under the offer and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of the securities, the utilization of the issue proceeds for the purpose stated in the offer letters and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its 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.

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take such necessary action as may be required for the purpose of offering the securities to the respective offerees in the manner specified above, and to submit all documents to the concerned authorities with respect to the same.”

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director, may be furnished to any person(s) as may be required.”

ITEM NO II

TO APPROVE THE DRAFT LETTER OF OFFER CUM APPLICATION TO BE ISSUED TO THE IDENTIFIED INVESTOR

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

“**RESOLVED THAT** pursuant provisions of Section 42, 62 and 71 of the Companies Act, 2013 read with Rules made thereunder and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, draft Letter of Offer Cum Application for issue of 10,15,000 (Ten lakh fifteen thousand) Compulsory Convertible Debentures of face value of INR 100 each (Rupees One Hundred Only) aggregating upto Rs. 10,15,00,000/- (Rupees Ten Crore Fifteen Lakhs Only) be and is hereby approved.

RESOLVED FURTHER THAT pursuant to sections 42, 62 and 71 of the Companies Act, 2013 read with the rules thereunder and subject to the approval of shareholders, any of the directors of the Company and authorized signatory, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed offer and to give any information, explanation, declaration and confirmations as may be required by the offeree / concerned authorities.



“RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies (“RoC”), and to do all such acts and deeds that may be required for the purpose of the issuance that may be suggested by the RoC in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.”

**For and on behalf of the Board
For AGP DC INFRA TWO PRIVATE LIMITED**

Place: Bangalore

Date: 20.05.2021

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Director

SOMASUNDARAM THIRUPATHI

DIN: 07016259



NOTES:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in the form annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. The appointment of proxies by members will not be available for those members who are attending the general meeting held through facility of VC or OAVM
3. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
4. The explanatory statement pursuant to provisions of section 102 of the Companies Act 2013, with regards to special business, is attached.
5. Shareholders are required to intimate changes in their addresses, if any.
6. Shareholders are requested to registered their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.
7. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. On account of threat posed by COVID-19 pandemic situation, the company is sending EGM Notice in electronic form also in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020:
 - a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address and in consequence of the notice could not receive the notice electronically may get their email address registered with the Company by sending a mail to compliance@assetzproperty.com In case of any queries, shareholder may write to compliance@assetzproperty.com
 - b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, by writing an email to compliance@assetzproperty.com.
 - c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with the Company to enable servicing of notices / documents / Annual Reports electronically to their email address.
 - d) The shareholders may attend the general via Video Conference facility. (Video Conference facility can be accessed via Microsoft Teams through the link shared along with this notice.
 - e) Members can send their questions/ queries prior to the date of the meeting by sending an email to compliance@assetzproperty.com. Members can raise queries/questions regarding Items specified herein above only. Please avoid any queries which are irrelevant to the topic.

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

ITEM NO I

In view of the general corporate purpose and funds requirement of the Company towards main object, the Board is contemplating issue of 10,15,000 Compulsory Convertible Debentures of face value of INR 100 each (Rupees One Hundred Only) aggregating upto INR 10,15,00,000/- (Indian Rupees Ten Crore Fifteen Lakhs Only) by making offer to subscribe to Compulsory Convertible Debentures of the Company.

The Compulsory Convertible Debentures will be subject to terms and conditions as contained in the letter of offer.

In accordance with the applicable provisions of the Companies Act, 2013 the rules made there under, as amended till date, the Company proposes to obtain approval of shareholders by way of special resolution for the issuance of Compulsory Convertible Debentures. The Board, therefore, recommends the Special Resolution for approval of the shareholders.

None of the Directors, managers or key managerial personnel of the Company or their relatives is concerned or interested in the said Resolution financially or otherwise.

The details of the proposed issuance of securities are provided below:

(i) Objects of the issue

The amounts shall be utilized by the Company to meet its growth objectives, towards meeting the working capital requirements of the projects of the company and also towards general corporate purposes.

(ii) Total number of shares or other securities to be issued

Type of security	Number of securities offered
Compulsorily Convertible Debentures	10,15,000

(iii) Price or price band at/within which the allotment is proposed

Type of security	Number of securities offered	Face value per security (in Rs)	Aggregate face value of securities offered (in Rs)	Issue price per security (in Rs)	Aggregate offer size (in Rs)
Compulsorily Convertible Debentures (CCDs)	10,15,000	100	10,15,00,000	100	10,15,00,000





(iv) Basis on which the price has been arrived at along with report of the registered valuer.

The Company has received a valuation report dated May 20, 2021 from Rishit Jain – Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11822), Registered Valuer, setting forth the basis for the issue price of Compulsorily Convertible Debentures (CCDs).

Copy of the valuation report is being placed before the members along with this notice.

(v) Relevant date with reference to which the price has been arrived at

Refer to the valuation reports provided in point (iv) above.

(vi) Class or classes of persons to whom the allotment is proposed to be made:

Type of security	Proposed allottees	Class of investors
Compulsorily Convertible Debentures (CCDs)	AGP DATA CENTRE HOLDINGS PTE LTD	Foreign Body Corporate

(vii) Terms of issue including Dividend and terms of redemption of the Preference Shares:

Terms and Conditions of Compulsorily Convertible Debentures (CCDs) are attached as the annexure to the notice.

(viii) Intention of promoters, directors or key managerial personnel to subscribe to the offer

The promoters and their affiliates have made investments in the Company which is *inter alia* proposed to be used for the objects of the issue.

(ix) The proposed time within which the allotment will be completed.

Within 30 days from the date of receipt of CCDs subscription amount.

(x) Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.

Refer point (vi) for names of the proposed allottees. The details of post preferential offer capital that may be held by them has been provided below:

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Expected Equity shareholding pattern.

Name of the shareholder	Number of equity shares	Face value per equity share (in Rs)	Aggregate face value of equity shares (in Rs)	Percentage shareholding (%)
AGP DATA CENTRE HOLDINGS PTE LTD	999	10	9990	99.99
Mr. Jagannatha Laxman Shetty	1	10	10	0.01
TOTAL	1000	10	10,000	100.00

(xi) **Change in control, if any, in the company that would occur consequent to the preferential offer.**

There would be no change in control consequent to the preferential offer.

(xii) **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.**

NIL

(xiii) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not applicable

(xiv) **Pre and post issue Equity shareholding pattern of the Company:**

Sl No	Category	Pre-Issue		Post Issue	
		No of shares held	Percentage of shareholding (%)	No of shares held	Percentage of shareholding (%)
A	Promoters' holding:				
1	Indian:				
	Individual	1	0.01	1	0.01
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	999	99.99	999	99.99
	Sub Total (A)	1000	100.00	1000	100.00
B	Non-Promoters' holding:				
1	Institutional Investors	-	-		
2	Non-Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-



Indian Public	-	-	-	-
Other (Including NRIs)	-	-	-	-
Sub Total (B)	-	-	-	-
GRAND TOTAL	1000	100.00	1000	100.00

Resolution at Item No. 2:

The Company is proposing to offer and issue CCDs to the Offeree through an offer letter in the prescribed format.

As per the provisions of the Companies Act 2013, the terms of the offer letter are required to be approved by the shareholders of the Company. Copy of the draft offer letter is being circulated along with this notice to all the shareholders of the Company.

None of the directors of the Company are deemed to be concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

In view of above, the board of directors recommends the passing of the resolutions set out at Item No 2 as a **Special Resolution**.

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 |

**For and on behalf of the Board
For AGP DC INFRA TWO PRIVATE LIMITED**

**Place: Bangalore
Date: 20.05.2021**


**Director
SOMASUNDARAM THIRUPATHI
DIN: 07016259**