



NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT 05/2021-22 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AGP DC INFRA TWO PRIVATE LIMITED WILL BE HELD ON MONDAY, 07th DAY OF MARCH, 2022 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT ASSETZ HOUSE, 30, CRESCENT ROAD, BENGALURU 560001 AT 11.15 AM

SPECIAL BUSINESS:

The Company has executed a Subscription and Shareholders Agreement dated February 25, 2022 (“SSHA”) with DEA Topco II LP, IDCCo Pte Ltd and National Investment and Infrastructure Fund (hereinafter collectively referred to as the “**Initial Shareholders**”). Pursuant to execution of the SSHA the Company proposes to obtain shareholder approval to pass the following resolutions:

ITEM NO I

APPROVAL OF AMENDMENT OF ARTICLES OF ASSOCIATION OF 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 execution of SSHA, the Articles of Association of the Company are required to be amended and restated in the form and manner agreed between the Initial Shareholders to incorporate the terms of the SSHA, and as set out in the draft of the amended and restated Articles of Association of the Company placed before this meeting. The draft of the Amended and Restated Articles of Association has been placed at Annexure 1 of this resolution for the purpose of identification.”

“**RESOLVED FURTHER THAT** pursuant to and in accordance with: (a) Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and the relevant rules framed thereunder (“**Companies Act**”); and (b) the SSHA, the draft of the amended and restated articles of association of the Company annexed as Annexure 1 of this resolution be and is hereby approved by the shareholders of the Company, as amended and restated articles of association, in substitution of the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby jointly and/or severally authorized to file any and all forms and other documents required to be filed with any of the statutory authorities including but not limited to the Registrar of Companies and undertake all such acts, deeds and things as may be incidental or necessary, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”

ITEM NO II



CONSTITUTION OF THE STEERING COMMITTEE AND ADOPTION OF SCHEDULE OF DELEGATED AUTHORITY

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

“RESOLVED THAT pursuant to the SSHA, the shareholders of the Company hereby accord their approval for the constitution of the steering committee, in accordance with, and to carry out the functions set out in Clause 11 and other terms and conditions set out in the SSHA.”

“RESOLVED FURTHER THAT the shareholders of the Company hereby approve the appointment of Mr. John Randall Freeman, Mr. Jonathan Paul Walbridge, Mr. Yaniv Ghitis (nominees of DEA TopCo II LP or its affiliates) and Mr. Puneet Rustagi and Mr. Ben Cameron Melville Salmon (nominees of the Investor Group) as the first members of the Steering Committee.”

“RESOLVED FURTHER THAT the Chief Executive Officer shall also act as an ex-officio non-voting member of the Steering Committee.”

“RESOLVED FURTHER THAT the shareholders of the Company hereby adopt the Schedule Of Delegated Authority as set out in Appendix 3 of the SSHA and presented before the shareholders.”

“RESOLVED FURTHER THAT each of the Directors of the Company be and are hereby jointly and/or severally 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, and generally to do such acts, deeds and things as they deem necessary or expedient to give effect to the above resolution.”

ITEM NO III

TO ADOPT THE INITIAL BUDGET AND BUSINESS PLAN

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

“RESOLVED THAT the shareholders of the Company hereby approve and adopt the Initial Budget and the first Business Plan (annexed to this resolution as Annexure 1) in accordance with Clause 7.4.iii.6 and Clauses 14.5 to 14.7 of the SSHA.”

“RESOLVED FURTHER THAT each of the Directors of the Company be and are hereby jointly and/or severally 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, and generally to do such acts, deeds and things as they deem necessary or expedient to give effect to the above resolution.”



ITEM NO IV

APPOINTMENT OF MR. JOHN RANDALL FREEMAN JR AS DIRECTOR

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

“RESOLVED THAT pursuant to the SSHA, Section 161(1) of the Companies Act, 2013 read along with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, (including any statutory modification and re-enactments, for the time being in force) (**“Companies Act”**), the approval of the shareholders be and is hereby accorded for the appointment of Mr. John Randall Freeman Jr. (DIN: 09511076), who has given his consent, to act as a director on the Board, with immediate effect.”

“RESOLVED FURTHER THAT the declarations pursuant to Section 152, Section 164 and Section 184 of the Act, including intimations in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details / documents, each dated 01 March 2022, received from Mr. John Randall Freeman Jr as placed before the shareholders at this meeting, be and is hereby taken on record.

“RESOLVED FURTHER THAT that each of the Directors of the Company are hereby jointly and/or severally authorized to file Form DIR-12 and any other necessary documents and forms with the relevant authorities, including the Registrar of Companies in connection with this appointment as a director and to do all such acts, deeds, things as may be necessary or incidental to give effect to this foregoing resolution.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and/or severally authorized to 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 appointment, with the Registrar of Companies and all other relevant authorities pursuant to applicable laws and various agreements to which the Company is a party, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”

ITEM NO V

APPOINTMENT OF MR. JONATHAN PAUL WALBRIDGE AS DIRECTOR

“RESOLVED THAT pursuant to the SSHA, Section 161(1) of the Companies Act, 2013 read along with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, (including any statutory modification and re-enactments, for the time being in force) (**“Companies Act”**), the approval of the shareholders be and is hereby accorded for the appointment of Mr. Jonathan Paul



Walbridge (DIN: 09513818), who has given his consent, to act as a director on the Board, with immediate effect.”

“**RESOLVED FURTHER THAT** the declarations pursuant to Section 152, Section 164 and Section 184 of the Act, including intimations in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details / documents, each dated 01 March 2022, received from Mr. Jonathan Paul Walbridge as placed before the shareholders at this meeting, be and is hereby taken on record.

“**RESOLVED FURTHER THAT** that each of the Directors of the Company are hereby jointly and/or severally authorized to file Form DIR-12 and any other necessary documents and forms with the relevant authorities, including the Registrar of Companies in connection with this appointment as a director and to do all such acts, deeds, things as may be necessary or incidental to give effect to this foregoing resolution.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby jointly and/or severally authorized to 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 appointment, with the Registrar of Companies and all other relevant authorities pursuant to applicable laws and various agreements to which the Company is a party, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”

ITEM NO VI

APPOINTMENT OF MR. YANIV GHITIS AS DIRECTOR

“**RESOLVED THAT** pursuant to the SSHA, Section 161(1) of the Companies Act, 2013 read along with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, (including any statutory modification and re-enactments, for the time being in force) (“**Companies Act**”), the approval of the shareholders be and is hereby accorded for the appointment of Mr. Yaniv Ghitis (DIN: 09513321), who has given his consent, to act as a director on the Board, with immediate effect.”

“**RESOLVED FURTHER THAT** the declarations pursuant to Section 152, Section 164 and Section 184 of the Act, including intimations in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details / documents, each dated 01 March 2022, received from Mr. Yaniv Ghitis as placed before the shareholders at this meeting, be and is hereby taken on record.

“**RESOLVED FURTHER THAT** that each of the Directors of the Company are hereby jointly and/or severally authorized to file Form DIR-12 and any other necessary documents and forms with the relevant authorities, including the Registrar of Companies in connection with this appointment as a director and to do all such acts, deeds, things as may be necessary or incidental to give effect to this foregoing resolution.”



“RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and/or severally authorized to 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 appointment, with the Registrar of Companies and all other relevant authorities pursuant to applicable laws and various agreements to which the Company is a party, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”

ITEM NO. VII

APPOINTMENT OF MS. AMBALIKA BANERJI AS DIRECTOR

The Chairman informed the shareholders of the Company that the Company has executed a Subscription and Shareholders Agreement dated February 25, 2022 (“SSHA”) with DEA Topco II LP, IDCCo Pte Ltd and National Investment and Infrastructure Fund (hereinafter collectively referred to as the “**Initial Shareholders**”). Further to the SSHA, Ms. Ambalika Banerji is proposed to be nominated to be appointed as a director on the Board. The shareholders of the Company, after deliberations passed the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the SSHA, Section 161(1) of the Companies Act, 2013 read along with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, (including any statutory modification and re-enactments, for the time being in force) (“**Companies Act**”), the approval of the shareholders be and is hereby accorded for the appointment of Ms. Ambalika Banerji (DIN: 02274593), who has given her consent, to act as a director on the Board, with immediate effect.”

“RESOLVED FURTHER THAT the declarations pursuant to Section 152, Section 164 and Section 184 of the Act, including intimations in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details / documents, each dated 04 March 2022, received from Ms. Ambalika Banerji as placed before the shareholders at this meeting, be and is hereby taken on record.

“RESOLVED FURTHER THAT that each of the Directors of the Company are hereby jointly and/or severally authorized to file Form DIR-12 and any other necessary documents and forms with the relevant authorities, including the Registrar of Companies in connection with this appointment as a director and to do all such acts, deeds, things as may be necessary or incidental to give effect to this foregoing resolution.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and/or severally authorized to 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 appointment, with the Registrar of Companies and all other relevant authorities pursuant to applicable laws and various agreements to which the Company is a party, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”



ITEM NO. VIII

APPOINTMENT OF MR. VINOD GIRI AS DIRECTOR

“RESOLVED THAT pursuant to the SSHA, Section 161(1) of the Companies Act, 2013 read along with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, (including any statutory modification and re-enactments, for the time being in force) (**“Companies Act”**), the approval of the shareholders be and is hereby accorded for the appointment of Mr. Vinod Giri (DIN: 02632824), who has given his consent, to act as a director on the Board, with immediate effect.”

“RESOLVED FURTHER THAT the declarations pursuant to Section 152, Section 164 and Section 184 of the Act, including intimations in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details / documents, each dated 04 March 2022, received from Mr. Vinod Giri as placed before the shareholders at this meeting, be and is hereby taken on record.

“RESOLVED FURTHER THAT that each of the Directors of the Company are hereby jointly and/or severally authorized to file Form DIR-12 and any other necessary documents and forms with the relevant authorities, including the Registrar of Companies in connection with this appointment as a director and to do all such acts, deeds, things as may be necessary or incidental to give effect to this foregoing resolution.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and/or severally authorized to 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 appointment, with the Registrar of Companies and all other relevant authorities pursuant to applicable laws and various agreements to which the Company is a party, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”

ITEM NO. IX

APPOINTMENT OF MR. BEN CAMERON MELVILLE SALMON AS DIRECTOR

“RESOLVED THAT pursuant to the SSHA, Section 161(1) of the Companies Act, 2013 read along with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any, (including any statutory modification and re-enactments, for the time being in force) (**“Companies Act”**), the approval of the shareholders be and is hereby accorded for the appointment of Mr. Ben Cameron Melville Salmon (DIN: 00283128), who has given his consent, to act as a director on the Board, with immediate effect.”



“RESOLVED FURTHER THAT the declarations pursuant to Section 152, Section 164 and Section 184 of the Act, including intimations in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details / documents, each dated 03 March 2022, received from Mr. Ben Cameron Melville Salmon as placed before the shareholders at this meeting, be and is hereby taken on record.

“RESOLVED FURTHER THAT that each of the Directors of the Company are hereby jointly and/or severally authorized to file Form DIR-12 and any other necessary documents and forms with the relevant authorities, including the Registrar of Companies in connection with this appointment as a director and to do all such acts, deeds, things as may be necessary or incidental to give effect to this foregoing resolution.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and/or severally authorized to 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 appointment, with the Registrar of Companies and all other relevant authorities pursuant to applicable laws and various agreements to which the Company is a party, and generally to do all such things as they deem necessary or expedient for giving effect to this resolution.”

Place: Bangalore

Date: March 07, 2022

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

A handwritten signature in blue ink, appearing to be "B. C. M. Salmon", is written over a horizontal line.

**Director
BEN CAMERON MELVILLE SALMON**

DIN: 00283128

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. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
3. The explanatory statement pursuant to provisions of section 102 of the Companies Act 2013, with regards to special business, is attached.
4. Shareholders are required to intimate changes in their addresses, if any.
5. Shareholders are requested to register their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.
6. 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 and modification / extension made thereto:
 - 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) 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.

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

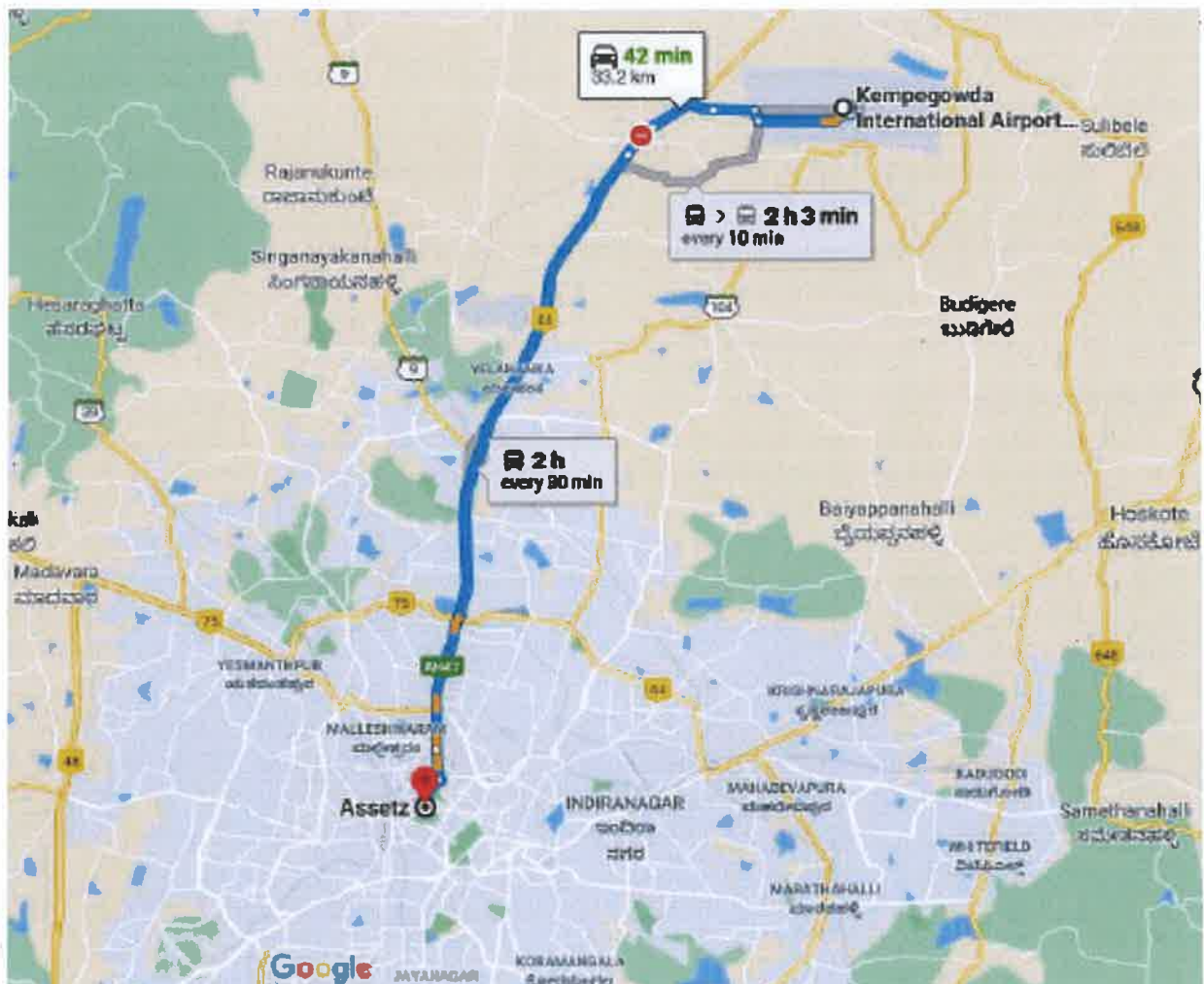
Extra-Ordinary General Meeting:

to be held at 11.15 AM

Venue:

AGP DC INFRA Two Private Limited

Assetz House, 30, Crescent Road, Bengaluru- 560001.



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



Resolution at Item No. 1

The Board is contemplating amending the articles of association of the Company to include the terms of the SSHA.

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 amendment of the articles of association of the Company. 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 are concerned or interested in the said Resolution financially or otherwise.

In view of above, the board of directors recommends the passing of the resolutions set out at Item No 1 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

Resolution at Item No. 2:

The Company is proposing to constitute a steering committee and adopt the Schedule of Delegated Authority in accordance with Clauses 7.4.iii.4 and 11.1 of the SSHA. The Steering Committee will act as a representative committee for the shareholders of the Company and will be responsible for instructing the underlying management on operational and non-shareholder matters of the JV Group in accordance with the Schedule of Delegated Authority (“SODA”), subject at all times to the Reserved Matters (as defined under the SSHA).

In terms of the SSHA, the Steering Committee will comprise of 5 (five) committee members in total, of which 3 (three) committee members will be nominated by DEA TopCo II LP or its affiliates, and 2 (two) committee members will be nominated by the Investor Group (as defined under the SSHA). In addition, the Chief Executive Officer will also be an ex-officio non-voting member of the Steering Committee.

For the purpose of giving effect to the establishment of the Steering Committee, the shareholders are required to

- (i) approve the constitution of the Steering Committee and appointment of members thereto, and



- (ii) adopt the Schedule of Delegated Authority as set out in Annexure 2 of the SSHA.

As per the provisions of the Companies Act 2013, appointment of this Steering Committee and adoption of SODA are required to be approved by the shareholders of the Company.

None of the directors of the Company are 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 **Ordinary 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 |

Resolution at Item No. 3:

The Company is proposing to adopt the initial budget and business plan in accordance with clause 7.4.iii.6 and clauses 14.5 to 14.7 of SSHA.

Copy of the draft initial budget and first business plan for financial year 2021-2022 is being circulated along with this notice to all the shareholders of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 3 as an **Ordinary 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 |

Resolution at Item No. 4:



The Company proposes to appoint Mr. John Randall Freeman Jr as a director on the Board of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 4 as an **Ordinary 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

Resolution at Item No. 5:

The Company proposes to appoint Mr. Jonathan Paul Walbridge as a director on the Board of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 5 as an **Ordinary 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 –

iv	Directors of the Company	: None
v	Key Managerial Personnel of the Company	: None
vi	Relatives of Directors and Key Managerial Personnel of the Company	: None

Resolution at Item No. 6:

The Company proposes to appoint Mr. Yaniv Ghitis as a director on the Board of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 6 as an **Ordinary 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 |

Resolution at Item No. 7:

The Company proposes to appoint Ms. Ambalika Banerji as a director on the Board of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 7 as an **Ordinary 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 |

Resolution at Item No. 8:

The Company proposes to appoint Ms. Vinod Giri as a director on the Board of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 8 as an **Ordinary 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 |

Resolution at Item No. 9:



The Company proposes to appoint Mr. Ben Cameron Melville Salmon as a director on the Board of the Company.

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

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 9 as an **Ordinary 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: March 07, 2022**


**Director
BEN CAMERON MELVILLE SALMON
DIN: 00283128**