

NOTICE

NOTICE IS HEREBY GIVEN THAT 01/2025-26 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED ("MEMBERS") WILL BE HELD, AT A SHORTER NOTICE, ON MONDAY, 2ND JUNE 2025 AT 4.00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1 :

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

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

"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. 310,00,00,000 (Rupees Three Hundred and Ten Crores only) divided into following:

- a. 7,75,00,000 (Seven crores Seventy Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 1,16,25,000 (One Crore Sixteen Lakh Twenty Five Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 1,04,62,500 (One Crore Four Lakh Sixty Two Thousand and Five Hundred) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 11,62,500 (Eleven Lakh Sixty Two Thousand and Five Hundred) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each."

To

Rs. 360,00,00,000 (Rupees Three Hundred and Sixty Crores only) divided into following:

- a. 7,75,00,000 (Seven crores Seventy Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 1,41,25,000 (One Crore Forty One Lakh Twenty Five Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 1,27,12,500 (One Crore Twenty Seven Lakh Twelve Thousand and Five Hundred) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 14,12,500 (Fourteen Lakh Twelve Thousand and Five Hundred) 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. 360,00,00,000 (Rupees Three Hundred and Sixty Crores only) divided into following:

- a. 7,75,00,000 (Seven crores Seventy Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each;
- b. 1,41,25,000 (One Crore Forty One Lakh Twenty Five Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each;

- c. 1,27,12,500 (One Crore Twenty Seven Lakh Twelve Thousand and Five Hundred) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each; and
- d. 14,12,500 (Fourteen Lakh Twelve Thousand and Five Hundred) 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, intimation, 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".

For and on behalf of the Board
DIGITAL EDGE DC (INDIA) PRIVATE LIMITED



Manish Sansi
Company Secretary
Membership No.: ACS 10985
Date: 2nd June 2025
Place: Mumbai

Registered office: Unit No. 614, Sixth Floor, Best Sky Towers, Plot No. F5, Netaji Subhash Place, Pitampura, North-West Delhi- 110034, 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 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 read with General Circular No. 09/2024 dated 19th September 2024 (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 corporate 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 2nd June 2025.
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 is demanded on Item No. 1 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

**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. 310,00,00,000 (Rupees Three Hundred and Ten Crores only) divided into following:

- a. 7,75,00,000 (Seven crores Seventy Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 1,16,25,000 (One Crore Sixteen Lakh Twenty Five Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 1,04,62,500 (One Crore Four Lakh Sixty Two Thousand and Five Hundred) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 11,62,500 (Eleven Lakh Sixty Two Thousand and Five Hundred) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each."

As on date, the Company has utilized authorized share capital to the tune of Rs. 275.63 crores. Accordingly, the available balance of authorized share capital for future utilization is only Rs. 34.36 crores. The Company requires the funds to meet its upcoming expenditure (capex and opex) for its data center project site in Navi Mumbai. In this regard, the Board of the Company at its meeting held on 20th May 2025 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 1 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. 1 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.

**For and on behalf of the Board
For DIGITAL EDGE DC (INDIA) PRIVATE LIMITED**



**Manish Sansi
Company Secretary
Membership No.: ACS 10985
Date: 2nd June 2025
Place: Mumbai**



**Registered office: Unit No. 614, Sixth Floor, Best Sky Towers, Plot No. F5, Netaji Subhash Place,
Pitampura, North-West Delhi- 110034, India.**