



Digital Edge DC (India) Private Ltd
(Formerly AGP DC Infra Two Private Ltd)
Corporate Office Address: 903, C/66, G Block, One BKC Building,
Opposite Bank of Baroda, Bandra (East), Mumbai - 400051
CIN U70109DL2019PTC445222
Contact No: 01122992262
Email Id: csindia@digitaledge.com
Website: digitaledge.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 03 /2026-27 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED WILL BE HELD, AT A SHORTER NOTICE, ON FRIDAY, 19TH JUNE 2026 AT 11.20 A.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 (now known as Digital Edge (India) Investments Pte. Ltd.) proposes to obtain shareholder approval to pass the following resolution:

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 SECURITIES

“**RESOLVED THAT** pursuant to: (i) Subscription and Shareholders Agreement dated February 25, 2022 (“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 create, issue, offer and allot (in one or more tranches on a private placement basis) (a) Compulsorily Convertible Preference Shares of Rs. 100 each (“CCPs”) and (b) Compulsorily Convertible Debentures of Rs. 100 each (“CCDs”) having series number as mentioned below (collectively referred to as “Securities”), to Digital Edge (India) Investments 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**”) 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 Secretary of the Company for the purposes of identification and that the details of the proposed allotment of Securities are as under:

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Best Sky Towers, Plot No. F5, Netaji Subhash Place,
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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/ Consideration (in Rs)
Series II Class A CCDs CY 2026	3,26,53,060	100	3,26,53,06,000	147	4,79,99,99,820
Series II Class B CCDs CY 2026	2,93,87,754	100	2,93,87,75,400	147	4,31,99,99,838
Series II Class C CCDs CY 2026	32,65,306	100	32,65,30,600	147	47,99,99,982
Class A CCPs	61,22,440	100	61,22,44,000	147	89,99,98,680
Class B CCPs	55,10,196	100	55,10,19,600	147	80,99,98,812
Class C CCPs	6,12,244	100	6,12,24,400	147	8,99,99,868
Total					11,39,99,97,000

“RESOLVED FURTHER THAT the terms governing the Class A CCDs, Class B CCDs, Class C CCDs has been annexed to this Resolution as Annexure 1 and that the terms governing Class A CCPS, Class B CCPS and the Class C CCPS has been annexed to this Resolution as 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:

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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 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 any of the Directors, Secretary of the Company, Mr. Riki Kariya- Head of Finance of the Company and Mr. Tulsi Daryanani- Senior Manager Legal and Secretarial of the Company be and 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 Securities, including without limitation, issuing clarifications on the issue and allotment of the Securities (in one or more tranches), resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing applications with the appropriate authorities for the issuance of the Securities, as may be required, withdrawing this offer if the circumstances so demand 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 and that all actions and steps undertaken by the authorised signatories/ the Company pertaining to the subject matter of this resolution be and are hereby ratified by the Shareholders of the Company.”

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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) Subscription and Shareholders Agreement dated February 25, 2022 (“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 Digital Edge (India) Investments 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 (a) Compulsorily Convertible Preference Shares of Rs. 100 each (**“CCPs”**) and (b) Compulsorily Convertible Debentures of Rs. 100 each (**CCDs**) (collectively referred to as **“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 any of the Directors of the Company, Secretary of the Company, Mr. Riki Kariya- Head of Finance of the Company and Mr. Tulsi Daryanani- Senior Manager Legal and Secretarial of the Company be and are hereby individually and severally authorized to take all steps to implement this resolution, finalize (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

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and allotment of the Securities (in one or more tranches) 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 Securities, including without limitation, issuing clarifications on the issue and allotment of the Securities (in one or more tranches on a private placement basis), resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing applications with the appropriate authorities for the issuance of the Securities, as may be required, withdrawing this offer if the circumstances so demand 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 and that all actions and steps undertaken by the authorised signatories/ the Company pertaining to the subject matter of this resolution be and are hereby ratified by the Shareholders of the Company.”

ITEM NO. 3 :

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

GRANT OF INTER-CORPORATE DEPOSIT OF INR 335,00,00,000 (INDIAN RUPEES THREE HUNDRED THIRTY FIVE CRORES ONLY) TO DIGITAL EDGE DC TWO (INDIA) PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

“**RESOLVED THAT** pursuant to (a) the applicable provisions of the Companies Act, 2013 (the “Act”) read with applicable Rules made thereunder (including any statutory modifications) or re-enactment thereof, for the time being in force, as amended from time to time; and (b) provisions of (i) the subscription and shareholders agreement dated February 25, 2022 executed amongst AGP DC Infra Two Private Limited (“AGP DC” now, the Company), DEA TopCo. II LLP, (“DEA TopCo.”), IDCCO Pte. Ltd. and National Investment and Infrastructure Fund; and (ii) the deed of accession dated March 11, 2022 executed between DEA TopCo., DEI SG SPVII Pte. Ltd (now known as Digital Edge (India) Investments Pte. Ltd) and AGP DC (now, the Company) (collectively the “SSHA”), the consent of the Members of the Company be and is hereby accorded to grant an Inter-Corporate Deposit (“ICD”) of INR 335,00,00,000 (Indian Rupees Three Hundred and Thirty Five Crore only) to Digital Edge DC Two (India) Private Limited (“DC Two”), presently a wholly owned subsidiary of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013, for a period of six weeks from the date of disbursement or for such other extended duration which may be mutually agreed between the Company and DC Two, carrying interest at the rate of 8.5 % per annum, on an unsecured basis, enabling DC Two to (a) make payment of consideration for acquisition of ~29.77 acres of freehold land located at Village Asode, Taluka Ambarnath and Village Waklan in Taluka Thane, both in District Thane, Maharashtra (the “Phase 1 Land”) and (b) meet general corporate and other expenses of DC Two.”

RESOLVED FURTHER THAT any of the Director of the Company, Mr. Sairam Prasad- Chief Executive Officer of the Company, Mr. Manish Sansi- Secretary of the Company and Mr. Riki Kariya- Head of Finance of the Company (the “Authorized Signatories”) be and are hereby individually and severally authorized to negotiate, finalize, and execute Inter Corporate Deposit Agreement (“ICDA”) with a specific authority to alter duration of ICD without any requirement

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to seek fresh approvals from the Members of the Company provided that all other terms of ICD remains unchanged.

RESOLVED FURTHER THAT execution of the ICDA between the Company and DC Two is in the ordinary course of business and on arm's length basis which is more particularly described in Explanatory Statement forming part of Notice.

RESOLVED FURTHER THAT the Authorized Signatories be and are hereby individually and severally authorized to negotiate, finalise, execute and deliver all declarations, certificates, forms, notices, writings and other documents, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient in connection with or incidental to the ICD and that all actions and steps undertaken by the Authorised Signatories/ the Company pertaining to the subject matter of this resolution be and are hereby ratified by the Shareholders of the Company.”

RESOLVED FURTHER THAT the Authorized Signatories be and are hereby individually and severally authorised to make the necessary entries in the statutory registers required to be maintained by the Company under the provisions of Companies Act, 2013 read with Rules made thereunder and to make such disclosures in the Board's report, financial statements and other documents, and to file such forms, returns and other papers with the Registrar of Companies and other authorities, as may be required under applicable law.

RESOLVED FURTHER THAT a certified true copy of the above resolutions be delivered under the signature of any director or the company secretary of the Company to the concerned authorities or concerned third parties.”

For DIGITAL EDGE DC (INDIA) PRIVATE LIMITED

Sd/-

Manish Sansi

Company Secretary

Membership No.: ACS 10985

Date: 19th June 2026

Place: Mumbai

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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, Item No. 2 and Item No. 3 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, General Circular No.10/2022 dated December 28, 2022, General Circular No. 09/2023 dated 25th September 2023 read with General Circular No. 09/2024 dated 19th September 2024 (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 authorized 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@digitaledgecd.com
7. The Notice is being sent to all the Members whose names appeared in the Register of Members as on 19th June 2026.
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@digitaledgecd.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@digitaledgecd.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@digitaledgecd.com



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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 private placement basis proceeds of which shall be utilized by the Company towards the main object of the company (including construction of data centres) for (a) Investment in equity shares of Digital Edge DC Two (India) Private Limited (“**DC Two**”) and grant of Inter Corporate Deposit to DC Two enabling to make payment of purchase consideration to Lodha Developers Limited and Palava Induslogic 4 Private Limited in relation to the acquisition of ~29.77 acres of freehold land located at Village Asode, Taluka Ambernath and Village Waklan in Taluka Thane, both in District Thane, Maharashtra (the “Phase 1 Land”), which shall be used for developing and constructing data center; and (b) to meet general corporate and other expenses of the Company.

The Board of Directors of the Company at its meeting held on 19th June 2026 had approved issuance of Compulsorily Convertible Preference Shares of Rs. 100 each (“**CCPs**”) and (b) Compulsorily Convertible Debentures of Rs. 100 each (“**CCDs**”) having series number as mentioned in the resolution at Item No.1 (collectively referred to as “**Securities**”) on a private placement basis to its existing 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 details of the proposed offer are disclosed below:

The following are the disclosures for the issuance of 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 19th June 2026 accorded its approval for raising funds by issuing 12,244,880 Compulsorily Convertible Preference Shares of Rs. 100 each (“**CCPs**”) at a consideration of Rs. 1,799,997,360 and 65,306,120 Compulsorily Convertible Debentures of Rs. 100 each having series number as mentioned in resolution as Item No. 1 (“**CCDs**”) at consideration of Rs. 9,599,999,640 (collectively referred to as “**Securities**”)

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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 shall be utilized by the Company towards the main object of the company (including construction of data centres) for (a) Investment in equity shares of Digital Edge DC Two (India) Private Limited (“DC Two”) and grant of Inter Corporate Deposit to DC Two enabling to make payment of purchase consideration to Lodha Developers Limited and Palava Induslogic 4 Private Limited in relation to the acquisition of ~29.77 acres of freehold land located at Village Asode, Taluka Ambernath and Village Waklan in Taluka Thane, both in District Thane, Maharashtra (the “Phase 1 Land”), which shall be used for developing and constructing data center; and (b) to meet general corporate and other expenses of DC Two.

3. The total number of Securities to be issued:

12,244,880 Compulsorily Convertible Preference Shares of Rs. 100 each (“CCPs”) and 65,306,120 Compulsorily Convertible Debentures - of Rs. 100 each having series number as mentioned in resolution at Item No. 1 of this notice (“CCDs”).

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

- a. 12,244,880 Compulsorily Convertible Preference Shares of Rs. 100 each (“CCPs”) will be issued at the issue price of INR 147 per CCP i.e. at the premium of INR 47 per CCP; and
- b. 65,306,120 Compulsorily Convertible Debentures of Rs. 100 each (“CCDs”) having series number as mentioned in resolution at Item No. 1 of this Notice and that these CCDs shall be issued at the issue price of INR 147 per CCD i.e. at the premium of INR 47 per CCD.

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 June 2026 having valuation date of 31st May 2026, copy of which shall be available for inspection at the Registered office of the Company during business hours.

6. Name and address of valuer who performed valuation:

Rashmi Shah, FCA
Registered Valuer
R. No.: IBBI/RV/06/2018/10240
Office No. 702, Shah Trade Centre, Rani Sati Marg,
Malad East, Mumbai 400097 Email: rashmi@rvs-ca.com

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

31st May 2026.

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

The Company intends to raise a maximum of Rs. 1139,99,97,000 by way of issuance of Securities.

9. Material terms of issuing Securities:

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

10. Proposed time schedule:

Offer open date: Saturday, 20th June 2026
Offer close date: Tuesday, 30th June 2026

The offer shall remain open till 30th June 2026 (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 allottees in one or more tranches. Directors, Company Secretary, Head of Finance, and Senior Manager- Legal and Secretarial be and are hereby individually and severally authorized to revise the offer open date and close date for issuance of CCPs and CCDs in this offer. Head of Finance and Company Secretary individually and severally authorized to withdraw this offer if the circumstances so demand.

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

Proposed Allottees being promoters of the Company intend to subscribe to CCDs and CCPs as indicated in point 16 below. Further, the promoters of the Company intend to subscribe towards new equity shares under the Rights Issue approved by the Board at its Meeting held on 19th June 2026 in furtherance of objects of the Company.



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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 Alternate Investment Fund- Category II.

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(s) (in one or more tranches) 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:

Sr. No.	Name of the Proposed Allottee	No of Securities	% of Post Preferential offer capital (on a fully diluted basis)
1.	Digital Edge (India) Investments Pte Ltd	11,73,75,315 Class A Compulsorily Convertible Debentures 2,20,07,851 Class A Compulsorily Convertible Preference Shares 3,22,69,903 Equity Shares of INR 10 each including 20,40,810 Equity Shares of INR 10 each proposed to be issued to Proposed Allottee vide Rights Issue*.	50.00%
2.	National Investment and Infrastructure Fund, acting through its investment manager National Investment and Infrastructure Fund Limited	10,56,37,783 Class B Compulsorily Convertible Debentures 1,98,07,066 Class B Compulsorily Convertible Preference Shares 2,90,42,912 Equity Shares of INR 10 each including 1,836,729 Equity Shares of INR 10 each proposed to be	45.00%

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Sr. No.	Name of the Proposed Allottee	No of Securities	% of Post Preferential offer capital (on a fully diluted basis)
		issued to Proposed Allottee vide Rights Issue*.	
3.	IDCCO Pte. Ltd.	1,17,37,531 Class C Compulsorily Convertible Debentures 22,00,785 Class C Compulsorily Convertible Preference Shares 32,26,990 Equity Shares of INR 10 each including 204,081 Equity Shares of INR 10 each proposed to be issued to Proposed Allottee vide Rights Issue*.	5.00%
Total			100%

*The Board of Directors of the Company at its meeting held on 19th June 2026 had approved Right Issue for issuance of 40,81,620 Equity Shares of INR 10 each at premium of INR 137 per share. Accordingly, the equity shareholding indicated above is based on assumption of full subscription by the equity shareholders in proportion of their respective entitlements. Further, we have assumed full subscription by the proposed allottees to ascertain above post private capital holdings.

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 / private placement / rights issue have already been made during the year, in terms of number of securities as well as price:

S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
1.	Digital Edge (India) Investments Pte Ltd	(I) 6,94,440 Class A Compulsorily Convertible	(I) 7,49,99,520	50.00%

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S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		Preference Shares having face value of INR 100 each issued at issue price of INR 108 per share (Date of Allotment 30 th July 2025)		
		(II) 37,03,700 Class A Compulsorily Convertible Debentures Series II – CY 2025 having face value of INR 100 each issued at issue price of INR 108 per debenture (Date of Allotment 30 th July 2025)	(II) 39,99,99,600	
		(III) 2,31,480 equity shares having face of INR10 each issued at a issue price of INR 108 per share. (Date of Allotment 30 th July 2025)	(III) 249,99,840	
		(IV) 1,25,00,000 Class A Compulsorily Convertible Debentures Series III – CY 2025 having face value of INR 100 each issued at issue price of INR 112 per share (Date of Allotment 31 st October 2025)	(IV) 140,00,00,000	
		(V) 23,43,750 Class A Compulsorily Convertible	(V) 26,25,00,000	



Digital Edge DC (India) Private Ltd
(Formerly AGP DC Infra Two Private Ltd)
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Opposite Bank of Baroda, Bandra (East), Mumbai - 400051
CIN U70109DL2019PTC445222
Contact No: 01122992262
Email Id: csindia@digitaledge.com
Website: digitaledge.com

S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		Preference Share having face value of INR 100 each issued at issue price of INR 112 per share (Date of Allotment 31 st October 2025) (VI) 7,81,250 Equity Shares having face value of INR 10 each issued at issue price of INR 112 per share (Date of Allotment 31 st October 2025)	(VI) 8,75,00,000	
		(VII) 1,02,56,410 Class A Compulsorily Convertible Debentures Series I – CY 2026 having face value of INR 100 each issued at issue price of INR 117 per share (Date of Allotment 31 st March 2026)	(VII) 119,99,99,970	
		(VIII) 19,23,070 Class A Compulsorily Convertible Preference Share having face value of INR 100 each issued at issue price of INR 117 per share (Date of Allotment 31 st March 2026)	(VIII) 22,49,99,190	
		(IX) 6,41,020 Equity Shares having face value of INR 10 each issued at issue price of INR 117 per	(IX) 7,49,99,340	

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S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		share (Date of Allotment 31 st March 2026)	Total (A) – 374,99,97,460	
2.	National Investment and Infrastructure Fund, acting through its investment manager, National Investment and Infrastructure Fund Limited	(I) 6,24,996 Class B Compulsorily Convertible Preference Shares having face value of INR 100 each issued at issue price of INR 108 per shares (Date of Allotment 30th July 2025) (II) 33,33,330 Class B Compulsorily Convertible Debentures Series II – CY 2025 having face value INR 100 each issued at issue price of INR 108 per debentures (Date of Allotment 30th July 2025) (III) 208,332 equity shares having face of INR10 each issued at a issue price of INR 108 per share. (Date of Allotment 30th July 2025) (IV) 1,12,50,000 Class B Compulsorily Convertible Debentures Series III – CY 2025 having face value	(I) 6,74,99,568 (II) 35,99,99,640 (III) 22,499,856 (IV) 126,00,00,000	45.00%



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S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		(V) INR 100 each issued at issue price of INR 112 per debentures (Date of Allotment 31 st October 2025) 21,09,375 Class B Compulsorily Convertible Preference Shares of INR 100 each issued at issue price of INR 112 per share (Date of Allotment 31 st October 2025)	(V) 23,62,50,000	
		(VI) 7,03,125 Equity Shares of INR10 each issued at issue price of INR 112 per share (Date of Allotment- 31 st October 2025)	(VI) 7,87,50,000	
		(VII) 92,30,76,900 Class B Compulsorily Convertible Debentures Series I – CY 2026 having face value INR 100 each issued at issue price of INR 117 per debentures (Date of Allotment 31 st March 2026)	(VII) 107,99,99,973	
		(VIII) 17,30,763 Class B Compulsorily Convertible Preference Shares of INR 100 each at the issue price of INR 117 each (Date of Allotment 31 st March 2026)	(VIII) 20,24,99,271	

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S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		(IX) 5,76,918 Equity Shares of INR10 each issued at issue price of INR 117 per share (Date of Allotment- 31 st March 2026)	(IX) 6,74,99,406 Total (B)- 337,49,97,714	
3.	IDCCO Pte. Ltd.	(I) 69,444 Class C Compulsorily Convertible Preference Shares having face value of INR 100 each issued at issue price of INR 108 per shares (Date of Allotment 30 th July 2025) (II) 370,370 Class C Compulsorily Convertible Debentures Series II – CY 2025 having face value INR 100 each issued at issue price of INR 108 per debentures (Date of Allotment 30 th July 2025) (III) 23,148 equity shares having face of INR10 each issued at a issue price of INR 108 per share. (Date of Allotment 30 th July 2025) (IV) 12,50,000 Class C Compulsorily Convertible Debentures Series III – CY 2025	(I) 74,99,952 (II) 3,99,99,960 (III) 24,99,984 (IV) 14,00,00,000	5.00

S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		having face value INR 100 each issued at issue price of INR 112 per debentures (Date of Allotment 31st October 2025) (V) 2,34,375 Class C Compulsorily Convertible Preference Shares having face value of INR 100 each issued at issue price of INR 112 per shares (Date of Allotment 31st October 2025) (VI) 78,125 equity shares having face of INR10 each issued at a issue price of INR 112 per share. (Date of Allotment 31st October 2025) (VII) 10,25,641 Class C Compulsorily Convertible Debentures Series I – CY 2026 having face value INR 100 each issued at issue price of INR 117 per debentures (Date of Allotment 31st March 2026) (VIII) 1,92,307 Class C Compulsorily Convertible Preference Shares having face value of INR 100 each issued	(V) 2,62,50,000 (VI) 87,50,000 (VII) 11,99,99,997 (VIII) 2,24,99,919	



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S. No.	Name of the Shareholders	No. of Equity Securities	Consideration Amount (in INR)	Shareholding Percentage on a Fully Diluted Basis
		(IX) at issue price of INR 117 per shares (Date of Allotment 31 st March 2026) 64,102 equity shares having face of INR10 each issued at a issue price of INR 117 per share. (Date of Allotment 31 st March 2026)	(IX) 74,99,934 Total (C)- 37,49,99,746	
Total (A) +(B)+(C)			749,99,94,920	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 3** 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:

- Directors of the Company : None
- Key Managerial Personnel of the Company : None
- Relatives of Directors and Key Managerial Personnel of the Company : None

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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.

Explanatory Statement for Item No. 3

Digital Edge DC Two (India) Private Limited ("**DC Two**") which is presently a wholly owned subsidiary of the Company has evaluated and identified opportunity to develop and/or operate data center facilities in Palava, Ambernath, Maharashtra. As part of this initiative, ~36 acres of freehold land located at Village Asode, Taluka Ambernath and Village Waklan in Taluka Thane, both in District Thane, Maharashtra (the "**Land**") currently owned by Lodha Developers Limited ("**LDL**") and Palava Induslogic 4 Private Limited ("**PIL4**") (collectively referred to as the "**Sellers**").

DC Two has informed the Company that it has completed legal and technical due diligence of the land admeasuring ~29.77 acres ("Phase 1 Land") and has executed Framework Agreement with the Sellers for acquisition of Phase 1 Land on 27th May 2026. DC Two now intends to execute with the Sellers Deed of Conveyance for acquisition of Phase I Land at the total consideration of INR 1029,01,30,616/- (Indian Rupees One Thousand Twenty Nine Crores One Lakh Thirty Thousand Six Hundred and Sixteen Only) for Phase I Land, Agreements to Sale (with possession) for acquisition of land parcel having survey number 103/2 and 109 (collectively referred herein after as "Phase 2A Land") and several other ancillary documents ("**Definitive Documents**").

DC Two has requested the Company for funding in form of (a) Equity Shares to the tune of INR 650 crores and (b) a short term Inter-Corporate Deposit ("ICD") of INR 335 crores which shall be used by DC Two for making payment of purchase consideration to the Sellers for the acquisition of Phase I Land; and to meet general corporate and other expenses of DC Two. The Terms of ICD are:

1. Amount : INR 335,00,00,000 (Indian Rupees Three Hundred and Thirty Five Crore only)
2. Tenure: six weeks from the date of disbursement or such other extended date as may be mutually agreed between the Company and DC Two.
3. Interest rate: 8.5 % per annum
4. Security: Unsecured.

The Members of the Company are requested to take note of the following:

1. DC TWO is presently a wholly owned subsidiary of the Company and is accordingly a related party of the Company under Section 2(76) of the Companies Act, 2013;
2. The Company is engaged in the business of providing infrastructural facilities relating to development and operation of data centre facilities and accordingly, the provisions of Section 186 of the Companies Act, 2013, except Section 186(1), are not applicable to the Company.
3. Grant of Inter Corporate Deposit by the Company to DC Two is a related party transaction within Clause 10.15 of Shareholders and Subscription Agreement dated 25th Feb 2022 ("**SSHA**") and thus requires approval of members of the Company as per Clause 13.10 of SSHA, being reserved matter.

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4. The information, with respect to grant of Inter Corporate Deposit by the Company to DC Two pursuant to Rule 15 (1) of Companies (Meetings of Board and its Powers) Rules, 2014 and other necessary information which was placed before the Board Members at the Board Meeting held on 19th June 2026 is provided herein below for the perusal of the Members of the Company:

Particulars	Details
Name of Related Party	Digital Edge DC Two (India) Private Limited ("DC Two")
Nature of Relationship	Presently Wholly owned subsidiary of the Company
Nature of Transaction	Grant of Inter-Corporate Deposit ("ICD")
Duration of ICD	six weeks from date of disbursement or such other extended period as may be mutually agreed between the Company and DC Two.
Any Advance paid / received	Not Applicable
Particulars and Material Terms	Unsecured inter-corporate deposit of INR 335,00,00,000 for six weeks or for such extended tenure as may be mutually agreed between the Company and DC Two at interest of 8.5% per annum.
Purpose	making payment of purchase consideration to the Sellers for the acquisition of Phase I Land and to meet general corporate and other expenses of DC Two.
Whether at Arm's Length covering the manner of determining the pricing and other commercial terms.	Yes. Interest rate ascertained as 8.5% p.a.
Whether in ordinary course of business	Yes.
Any director or KMP interested	None.
Whether all factors relevant to the ICD if not, the details of factors not considered with the rationale for not considering those factors	Yes, all factors considered.
Any other information relevant or important for the Board/ the Shareholders to take a decision on the proposed transaction	None.

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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.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to this resolution shall be available for inspection of members during business hours at the registered and corporate office of the Company.

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

Sd/-

Manish Sansi

Company Secretary

Membership No.: ACS 10985

Date: 19th June 2026

Place: Mumbai

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