



Digital Edge DC (India) Private Limited
(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@digitaledgeindia.com
Website: digitaledgeindia.com

NOTICE IS HEREBY GIVEN THAT 01/2026-27 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED ("MEMBERS") WILL BE HELD, AT A SHORTER NOTICE, ON WEDNESDAY, 27TH MAY 2026 AT 10.00 A.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, to pass with or without modification(s), the following resolution as Special Resolution:

GRANT OF INTER-CORPORATE DEPOSIT OF INR 115,00,00,000 (INDIAN RUPEES ONE HUNDRED FIFTEEN CRORE ONLY) TO DIGITAL EDGE DC TWO (INDIA) PRIVATE LIMITED, PRESENTLY 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 115,00,00,000 (Indian Rupees One Hundred and Fifteen 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) deposit Earnest Money Deposit (**"EMD"**) of INR 93 crores in an interest bearing escrow account at the time of execution of Framework Agreement with Lodha Developers Limited (**"LDL"**) 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"**) and (b) meet general corporate and other expenses including but not limiting reimbursement/payment of expenses relating to due diligence cost of the land and reimbursement / deposit of commitment deposit relating to the acquisition of the Phase 1 Land which shall be used by DC Two to develop, use and operate of data centre and any ancillary/associated facilities "

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

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



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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."

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 any or all actions taken by the Authorized Signatories, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

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

Sd/-
Manish Sansi
Company Secretary
Membership No.: ACS 10985

Date: 27th May 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 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 Registered Office of the Company.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. The EGM of the Company is held on shorter notice in line with provisions of section 101 (1) of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
6. Corporate Members intending to appoint their authorised representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id tulsi.daryanani@digitaledgeDC.com
7. The Notice is being sent to all the Members whose names appeared in the Register of Members as on May 27, 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@digitaledgeDC.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@digitaledgeDC.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@digitaledgeDC.com

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013

RESOLUTION AT ITEM NO. 1

Digital Edge DC Two (India) Private Limited ("**DC Two**") which is presently a wholly owned subsidiary of the Company is evaluating opportunities 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**") has been identified by it.

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 now intends to execute Framework Agreement with the Sellers for acquisition of Phase 1 Land. In terms of the commercial arrangement, a sum of INR 93 crores is required to be deposited by it in an Escrow Account towards Earnest Money Deposit ("**EMD**") for the acquisition of the Phase 1 Land. DC Two has requested the Company for a short term inter corporate deposit ("**ICD**") of INR 115 crores so that it can (a) deposit EMD of INR 93 crores in an interest bearing escrow account at the time of execution of Framework Agreement in relation to the acquisition of the Phase 1 Land and (b) meet its general corporate and other expenses including but not limiting reimbursement/payment of expenses relating to due diligence cost of the land and reimbursement / deposit of commitment deposit relating to the acquisition of the Phase 1 Land which shall be used for development, use and operation of data center which is principal business activity of the Company and DC Two:

1. Amount : INR 115,00,00,000 (Indian Rupees One Hundred and Fifteen 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.
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 27th May 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 115,00,00,000 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	(a) Deposit EMD of INR 93 crores in an interest bearing escrow account at the time of execution of Framework Agreement in relation to the acquisition of the Phase 1 Land and (b) meet general corporate purposes and other expenses including but not limiting reimbursement/payment of expenses relating to due diligence cost of the land and reimbursement / deposit of commitment deposit relating to the acquisition of the Phase 1 Land.
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: 27th May 2026
Place: Mumbai**

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