

NOTICE

NOTICE IS HEREBY GIVEN THAT 01/2024-25 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED ("MEMBERS") WILL BE HELD, AT A SHORTER NOTICE, ON TUESDAY, 4TH JUNE 2024 AT 4.30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1 :

APPROVAL OF INTERCOMPANY SERVICES AGREEMENT

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

"RESOLVED THAT pursuant to 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, 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. and AGP DC (now, the Company) (collectively the "**SSHA**") and pursuant to the consent of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to enter into agreement/ contract/ transactions with Digital Edge (Singapore) Pte. Ltd ("**DE Singapore**"), a "Related Party" within the provisions of SSHA provided that the said transaction(s) to be entered into or carried out between the Company and DE Singapore are in the ordinary course of business and on arm's length basis for rendering of services, more particularly described in Explanatory Statement forming part of Notice.

RESOLVED FURTHER THAT any of the Director of the Company, Secretary of the Company and Chief Financial Officer of the Company (the "**Authorized Signatories**") be and are hereby severally and individually authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing necessary agreement(s), contract(s), deed(s), document(s) and executing such necessary agreement(s), contract(s), deed(s), document(s), file applications and make representations in respect thereof and seek approval from relevant authorities (if any), including Governmental authorities in this regard and deal with any matters, take necessary steps as deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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.



Item No. 2:

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

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

“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. 260,00,00,000 (Rupees Two Hundred and Sixty Crores only) divided into following:

- a. 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each.
- b. 97,50,000 (Ninety Seven Lakh Fifty Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- c. 87,75,000 (Eighty Seven Lakh Seventy Five Thousand) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.
- d. 9,75,000 (Nine Lakh Seventy Five Thousand) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.”

To

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.”

“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. 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.”



“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: 4th June 2024**



**Place: Mumbai
Registered office: 903, C/66, G Block, One BKC Building, Opposite Bank of Baroda, Bandra (East), Mumbai - 400051**

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 and Item No. 2 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 in (collectively referred to as MCA Circulars) and General Circular No. 09/2023 dated 25th September 2023, 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 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 4th June 2024.
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 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@digitaledge.com



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

Resolution at Item No. 1

The Company proposes to render certain services in the nature of corporate, secretarial, legal operations and global compliance, details whereof are provided in **Exhibit A** to this Notice (**"the Services"**) to Digital Edge (Singapore) Pte. Ltd (**DE Singapore**), a Related Party of the Company. The proposal of rendering Services to DE Singapore, being in ordinary course of business and on arm's length, is exempt from the provisions of Section 188 (1) of the Companies Act, 2013 read with Rules made thereunder.

Clause 13.10 (Reserved Matters) of 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 read with the deed of accession dated March 11, 2022 executed between DEA TopCo., DEI SG SPVII Pte. Ltd (**"DEA Singapore"**), and AGP DC (now, the Company) (collectively the **"SSHA"**) provides that none of the actions specified under Clause 13.10 (Reserved Matters) of the SSHA shall be taken or agreed to be taken by the Company without prior written approval of initial shareholders (Members) that in aggregate hold more than 75% of total voting rights of initial shareholders (Members) that are entitled to vote on resolution concerned, on a fully diluted basis. Reserved matters outlined in Clause 13.10 (Reserved Matters) of the SSHA includes "Related Party Transactions".

DE Singapore is a Related Party of the Company and accordingly proposal of rendering the Services to DE Singapore is a Related Party Transaction within the provisions of SSHA. Therefore, approval of initial shareholders (Members) is sought under Clause 13.10 of SSHA.

Information pursuant to Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014 is as below for the perusal and consideration of members of the Company:

Sr. No	Description	Details
1.	Name of Related Party and nature of relationship	Name: Digital Edge (Singapore) Pte. Ltd. (DE Singapore) Nature of relationship: As per SSHA, any Affiliate of the Company is to be considered as Related Party of the Company. DE Singapore is an Affiliate within the provisions of SSHA.
2.	Name of Directors or Key Managerial Personnel (KMP) who is related, if any	Directors- Mr. John Freeman, Mr. Jonathan Walbridge and Mr. Yaniv Ghitis KMP- None
3.	Nature, duration of the contract and particulars of the contract or arrangement	The Agreement will be for rendering Services to DE Singapore. The Agreement shall commence on the date hereof and be valid for one (1) year. Subject to receipt of the corporate approvals under applicable laws, the Agreement shall renew for a further period of one (1) year on each anniversary of the date hereof.
4.	Material terms of contract or arrangement including the value, if any,	The Company shall provide Services as outlined in Exhibit A of this Notice and that the Service Fees shall be calculated as mentioned in point 6.



5.	Any advance paid/ received for the contract or arrangement	None
6.	The manner of determining the pricing and other commercial terms, both included as part of contract or not considered as part of contract	Service Fees for rendering of Services to DE Singapore shall be based on Operating Cost plus markup. The Company has presently ascertained the mark up to be 15% of the Operating Cost. "Operating cost" shall mean the costs incurred by Provider in relation to the services provided during the course of its normal operations communication charges, salaries, loss arising on account of foreign currency fluctuations, employee benefits, etc.in providing the services defined under this Agreement. However, Operating Cost shall not include interest expense, provision for unascertained liabilities, pre-operating expenses, extraordinary expenses, loss on transfer of assets or investments, expense on account of income-tax, other expenses not relating to normal operations of Adviser and any extra ordinary expenses incurred during the course of business on account of any unusual event.
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes.
8.	Any other information relevant or important for the Board to take a decision on the proposed transaction	None.

Clause 10.15 of SSHA states any Related Party Transaction may only be undertaken with the approval of Shareholders other than Affected Shareholder. Accordingly, DEA Singapore (being Affected Shareholder) is not entitled to vote on this item.

The Board at its meeting held on 4th June 2024 has approved the aforesaid proposal. The proposed resolution is recommended for the consideration of and approval by the members of the Company by passing **Special Resolution** as provided in Item 1 of this Notice.

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 : Mr. John Freeman and Mr. Jonathan Walbridge are the common directors on the Board of the Company, DE Singapore and DEA Singapore. Further Mr. John Freeman, Mr. Jonathan Walbridge and Mr. Yaniv Ghitis are the elected representatives of DEA Singapore on the Board of the Company. Therefore, Mr. John Freeman, Mr. Jonathan Walbridge and Mr. Yaniv Ghitis are deemed to be interested in the proposed business to be transacted. The said directors accordingly have not voted on the resolution approved by the Board at its meeting held on 4th June 2024 in compliance with provision of Appendix 2 of SSHA. None of the other directors of the Company are concerned or interested, either directly or indirectly, in the business proposal to be transacted contained as aforesaid.
- ii. Key Managerial Personnel of the Company : None
- iii. Relatives of Directors and Key Managerial Personnel of the Company : None

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



RESOLUTION AT ITEM NO. 2

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. 260,00,00,000 (Rupees Two Hundred and Sixty Crores only) divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each, 97,50,000 (Ninety Seven Lakh Fifty Thousand) Class A Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each, 87,75,000 (Eighty Seven Lakh Seventy Five Thousand) Class B Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each and 9,75,000 (Nine Lakh Seventy Five Thousand) Class C Compulsorily Convertible Preference Shares of Rs. 100 (Rupees Hundred only) each.”

The Company, as on date, has utilized authorized share capital to the tune of Rs. 220.31 crores and that the available balance of authorized share capital for future utilization is Rs. 39.69 crores only. As the Company has commenced construction of its Data Centre Project in Navi Mumbai (“the Project”), the Company will require the funds, which will be more than unutilized portion of authorized share capital, to meet its upcoming expenditure (capex and opex) of the Project. In this regard, the Board of the Company at its meeting held on 4th June 2024 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 2 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. 2 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
DIGITAL EDGE DC (INDIA) PRIVATE LIMITED

Manish Sansi
Company Secretary
Membership No.: ACS 10985
Date: 4th June 2024
Place: Mumbai
Registered office: 903, C/66, G Block, One BKC Building, Opposite Bank of Baroda, Bandra (East), Mumbai - 400051



EXHIBIT A

ITEM NO 1

APPROVAL OF INTERCOMPANY SERVICES AGREEMENT

DETAILS OF SERVICES

The Services shall be including but not limited to below:

(I) Corporate Secretarial

- Drafting of Board/ shareholder agenda papers, resolutions, notes, etc. for all the Digital Edge entities outside India as per the terms of this Agreement (“Digital Edge Entities”)
- Facilitate the Board/Committee and shareholder meetings of the Digital Edge Entities.
- Assist in maintaining corporate secretarial records of Digital Edge entities.
- Assist in preparation and filing of returns and corporate secretarial compliances of Digital Edge Entities.
- Coordination with other functions like finance, etc., statutory auditors, for statutory/internal audits and other periodic audits of the Digital Edge Entities
- Support compliance with corporate laws in all applicable jurisdictions for the Digital Edge Entities
- Support the legal, finance and other relevant functions of the Digital Edge Entities on all corporate secretarial matters.
- Coordinate with the shareholders of Digital Edge on all corporate secretarial matters to meet the corporate secretarial requirements including sharing / seeking of information, compliances, etc.
- Liaise to complete up-to date KYC compliances based on the information provided by the Recipient.
- Support and extend Corporate Secretarial support to the Digital Edge Entities, shareholders of Digital Edge on special projects, like fund raise, M&As, etc.
- Any other required support from time to time

(II) Legal Operations

- (a) Support and coordinating in establishing legal operations work stream in the legal function for all Digital Edge Entities.
- (b) Providing support and co-ordination services for the legal operations vertical for the Digital Edge Entities so as to achieve:
- Automation and streamlining of processes and work flows
 - Cost optimization
 - Upskilling for the legal team
 - Legal budget management
 - Periodic legal report generation and dissemination to the Digital Edge Entities and other functions
 - Organizing and managing review calls / meets of the legal function and tracking of the outcomes of these calls/meets.



(III) **Global Compliances**

- (a) Support in developing, assist in implementing, and reviewing programmes to facilitate data privacy compliance to meet the needs of the business and local jurisdictions.
- (b) Provide support in relation to data privacy and subject matter material such as Anti-Bribery and Anti-Corruption Policies and Procedures, Sanctions Program, KYC program, Third Party Due Diligence and Data Privacy and Data Protection Policies and Practices available from publicly available databases.
- (c) Assist in compliance monitoring across all aspects of global privacy laws and regulations including but not limited to data protection, data security and data breach rules.
- (d) Assist in maintaining repository of latest developments from the publicly available databases and inform the business on all updates on privacy laws and regulations globally.
- (e) Supervise any changes in regulations that may have implications.
- (f) Conduct risk assessments on risk mitigation techniques and having necessary check points in place as per the policies and instructions of the Recipient.
- (g) Assisting in designing, coordinating and implementing education and training on the Digital Edge Entities compliance program helping all employees to comply with relevant laws, rules and regulations.
- (h) Collaborate with various departments to ensure consistency in policies and procedures across the Digital Edge Entities.
- (i) Support services with respect to any responses to be provided to government investigations.
- (j) Support services in investigating matters related to non-compliance with Digital Edge Entities policies and procedures.
- (k) Support in implementing policies and procedures for occupational health & safety in the workplace, information security management, environmental management systems; incident management; and comply with all legal regulatory requirements of the organization.

