

NOTICE IS HEREBY GIVEN THAT 05/2024-25 EXTRA-ORDINARY GENERAL MEETING (EGM) OF DIGITAL EDGE DC (INDIA) PRIVATE LIMITED WILL BE HELD, AT A SHORTER NOTICE, ON MONDAY, 23RD DAY OF DECEMBER 2024, AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCE (VC) VIA MICROSOFT TEAMS TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

SPECIAL BUSINESS

ITEM NO. 1:

ALTERATION OF REGISTERED OFFICE CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 4, 12, 13 and other provisions, if any, of Companies Act 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) and re-enactments(s) thereof for the time being in force, subject to Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and approval of the Central Government, consent of the Members of Digital Edge DC (India) Private Limited (the “Company”) be and is hereby accorded to shift the registered office of the Company from the state of "Maharashtra" to National Capital Territory of “Delhi” which is under the jurisdiction of Registrar of Companies, Delhi.

“RESOLVED FURTHER THAT consequent to aforesaid change in the registered office of the Company, consent of the Members of the Company be and is hereby accorded for substitution of Clause No. 2 of the Memorandum of Association of the Company as under:

“2. The Registered office of the Company will be situated in National Capital Territory of “Delhi””

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, on receipt of the Order of the Central Government, the registered office of the Company be shifted **FROM** 903, C/66, G Block, One BKC, Opposite Bank of Baroda, Bandra (East), Mumbai- 400051 situated under the jurisdiction of the Registrar of Companies, Mumbai in the state of "Maharashtra" **TO** Unit No, 614, Sixth Floor, Best Sky Towers, Plot No. F-5, Netaji Subhash Place, Pitampura, Delhi- 110034 situated under the jurisdiction of Registrar of Companies, in the National Capital Territory of Delhi.”;

“**RESOLVED FURTHER THAT** Directors, Secretary of the Company, be and are hereby individually and severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may rise in this regard”

RESOLVED FURTHER THAT Directors, Secretary of the Company (“**Authorized Signatories**”) be and are hereby individually and severally authorised to appear and represent the Company in the matter of the petition before the office of Regional Director and/or before any other authority, if and as may be required, for seeking confirmation for the proposed alteration of the situation Clause of the Memorandum of Association and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including but not limited to:

- (i) appoint any consultant(s), Practicing Company Secretary(ies), advocate(s), attorney(s) and other professionals, as may be required from time to time and to fix their remuneration;
- (ii) make any modifications, variations or alterations stipulated by any authority, while according approval;
- (iii) file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned;
- (iv) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company; and
- (v) to appoint from time to time or generally such person or persons as the authorised signatory of the Company as any of the Authorized Signatories may think fit as his substitute or substitutes to do, execute and perform all or any such matters and things as aforesaid.”

**BY ORDER OF THE BOARD OF DIRECTORS
For DIGITAL EDGE DC (INDIA) PRIVATE LIMITED**



**MANISH SANSI
COMPANY SECRETARY
ACS- 10985**

Date: 23rd December 2024

Place: Mumbai

Registered office:

903, C/66, G Block, One BKC,
Opp. Bank of Baroda, Bandra (E), 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 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@digitaledge.com
7. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on 20th December 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@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 SECTION 102 OF THE COMPANIES ACT, 2013)**

ITEM NO. 1:

ALTERATION OF REGISTERED OFFICE CLAUSE OF MEMORANDUM OF ASSOCIATION:

Presently, the Company's Registered Office is located at 903, C/66, G Block, One BKC, Opp. Bank of Baroda, Bandra (E), Mumbai, 400051 in the state of Maharashtra. The Board of Directors of your Company vide circular resolution bearing no 19/2024-25 dated 17th December 2024 (approved on 18th December 2024) has accorded its approval to shift the Registered Office **FROM** 903, C/66, G Block, One BKC, Opp. Bank of Baroda, Bandra (E), Mumbai, 400051 situated under the jurisdiction of the Registrar of Companies, Mumbai in the state of "Maharashtra" **TO** Unit No, 614, Sixth Floor, Best Sky Towers, Plot No. F-5, Netaji Subhash Place, Pitampura, Delhi- 110034 situated under the jurisdiction of Registrar of Companies, in the National Capital Territory of Delhi.

The shifting of Registered Office of the Company from Mumbai, Maharashtra to National Capital Territory of Delhi will enable the Company to have the administrative convenience, cost effectiveness, growth potential of the business of the Company.

In terms of the provisions of Section 4, 12 and 13 of the Companies Act 2013 read with Rule 30 of Companies (Incorporation) Rules 2014 read with Clause 13.10 of the subscription and shareholders agreement of the Company, shifting of the Registered Office from one State to another requires the Company to alter its Memorandum of Association with the consent of the Shareholders by way of passing the Special Resolution. Accordingly, approval of Members of the Company is sought on resolution proposed under Item No. 1 of this Notice. Shifting of registered office from one state to another shall be subject to the confirmation of the Central Government, approval of Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

The proposed shifting of registered office of the Company will in no way be detrimental to the interest(s) of any member of the Company, creditors, employees or any other stakeholders or associates of the Company in any manner whatsoever.

None of the Directors and Key Managerial Personnel of the Company and/or any of their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members of the Company.

Place: Mumbai
Date: 23rd December 2024

By Order of the Board of Directors
For Digital Edge DC (India) Private Limited

Registered office:
903, C/66, G Block, One BKC,
Opp. Bank of Baroda, Bandra
(E), Mumbai, 400051


Manish Sansi
Company Secretary
ACS 10985