

Date: October 20, 2022

<b>BSE Limited</b> Listing Department, 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400051
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**Sub: Intimation under Regulations 50(2) & 51(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

**Ref: Summit Digital Infrastructure Limited (formerly known as Summit Digital Infrastructure Private Limited) ("Company") [Scrip Code: 973056; ISIN: INE507T07054, INE507T07062, INE507T07070, INE507T07088 & INE507T07096]**

Dear Sir / Madam,

Pursuant to Regulations 50(2) and 51(2) of the SEBI Listing Regulations read with circulars and guidelines issued thereunder from time to time, we hereby inform that an Extra Ordinary General Meeting No. 04/2022-2023 ("EGM") of the members of the Company is scheduled to be held at a shorter notice on Friday, October 21, 2022 through video conferencing. Notice of the EGM dated October 20, 2022 has been sent to all the members of the Company through electronic mode on October 20, 2022.

The copy of the EGM Notice is attached herewith and is also available on the website of the Company at [www.summitdigital.com](http://www.summitdigital.com).

Please take the above on record.

Thanking you,

For **Summit Digital Infrastructure Limited**  
(formerly known as Summit Digital Infrastructure Private Limited)



**Chandra Kant Sharma**  
**Company Secretary**  
**FCS No. 8322**

CC:

<b>Axis Trustee Services Limited</b> The Ruby, 2 <sup>nd</sup> Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028	<b>IDBI Trusteeship Services Limited</b> Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001
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Encl: a/a

**Summit Digital Infrastructure Limited**

(Erstwhile Summit Digital Infrastructure Private Limited)

Registered and Corporate Office: Unit-2, 9<sup>th</sup> Floor, Tower 4, Equinox Business Park, L.B.S. Marg, Kurla (W),  
Mumbai-400 070, Maharashtra.

Tel No.: 022 69075252 | Email: [info@summitdigital.com](mailto:info@summitdigital.com)

Website : [www.summitdigital.com](http://www.summitdigital.com) | CIN: U64200MH2013PLC375466

## **NOTICE**

**Notice** is hereby given that the Extra-Ordinary General Meeting No.04/2022-2023 (“EGM”) of the members of Summit Digital Infrastructure Limited (formerly known as Summit Digital Infrastructure Private Limited) will be held on **Friday, October 21, 2022 at 03:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business as **Special Business**:

### **Item No. 1:**

#### **Issue of Secured Redeemable Non-Convertible Debentures on Private Placement**

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

**“Resolved that** pursuant to Section 42 and Section 71 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 including Rule 14 thereof, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time), and in terms of provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for making offer(s) or invitation(s) to subscribe to the issue and allot listed/ unlisted, secured/ unsecured non-convertible debentures and/or bonds (the “**Issue**”) on a private placement basis, in one or more series or tranches to one or more identified eligible investor(s), fixing the issue price, rate of interest, redemption period and all the terms and conditions of the Issue as the Board may from time to time determine and consider proper and most beneficial to the Company, such that the aggregate amount does not exceed Rs. 4,000 crores during a period of one year from the date of passing of this resolution and that the said borrowing is within the overall borrowing limits of the Company.

**Resolved further that** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine and fix the terms and conditions of the issue, from time to time, do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient in the interest of the Company and to sign and execute any deeds/documents/undertakings/agreements/papers/writings, as may be required in this

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regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time.

**By Order of the Board of Directors**

**Summit Digital Infrastructure Limited**

(formerly known as Summit Digital Infrastructure Private Limited)

**Chandra Kant Sharma**

Company Secretary

Membership No: F8322

Date : October 20, 2022

Place : Mumbai

**Registered Office:**

Unit 2, 9<sup>th</sup> Floor, Tower 4, Equinox Business Park

L.B. S Marg, Kurla (W), Mumbai-400 070

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**Notes:**

1. Ministry of Corporate Affairs (“MCA”), vide its circulars issued from time to time, has permitted the holding of the general meeting through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), without the physical attendance of the Members at the meeting venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, this Extra-Ordinary General Meeting (“EGM/Meeting”) is being convened through VC and notice to all the Members is being sent only through electronic mode by email at the email id registered with the Company. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Members may note that the Notice of the EGM will also be available on the Company’s website [www.summitdigitel.com](http://www.summitdigitel.com).
3. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. **Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Considering the Meeting is being held through VC, Route Map for the venue is not required to be annexed to this Notice.
6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company at email ID [secretarial@summitdigitel.com](mailto:secretarial@summitdigitel.com), a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting atleast 1 hour before commencement of the meeting i.e. by 02:00 p.m. on Friday, October 21, 2022.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum under section 103 of the Act.
9. Members seeking inspection/any information with regards to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at [secretarial@summitdigitel.com](mailto:secretarial@summitdigitel.com). The same will be replied by the Company suitably.

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Additionally, copies of the relevant documents will be made available for inspection at the Meeting.

10. The Members, whose names appear in the register of members/list of beneficial owners as on Friday, October 14, 2022 i.e. the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
11. Detailed instructions to attend, participate and vote at the Meeting through VC/OAVM is attached as “**Annexure I**” to the Notice.
12. The Meeting will be convened at a short notice after obtaining consent of the members as per the provisions of the Act, read with the Articles of Association of the Company in respect of which a format of the written consent is attached as **Annexure II** to the Notice.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ("the Act")

The explanatory statement as required under Section 102 of the Act, setting out all material facts relating to special business mentioned in the accompanying notice for convening the Extra-ordinary General Meeting No. 04/2022-23 of the Members of the Company, is as under:

#### Item No. 1

#### **Issue of Secured Redeemable Non-Convertible Debentures on Private Placement:**

As per provisions of Section 42 of the Companies Act, 2013 ("Act") and the Rules framed thereunder, the Special Resolution passed by the members with respect to issue of Non-Convertible Debentures shall be valid for a period of one year from the date of passing the Resolution.

The Company, in order to manage the requirement of funds for general corporate purposes and to refinance/recoup the existing borrowings, proposes to obtain members' approval for borrowings up to Rs. 4,000 crores by way of issue of Secured/Unsecured Non-Convertible Debentures and/or Bonds on a private placement basis in one or more series/tranche(s). This would be an enabling Resolution authorizing the Board of Directors to make specific issuances based on the Company's requirements, market liquidity and appetite at the opportune time. The aggregate borrowings of the Company shall be well within the limits approved by the Members.

**Disclosures required to be made in accordance with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:**

1.	Object of the Issue	<p>The proceeds of each Issue may be used towards, inter alia, refinancing of existing borrowings of the Company, capital expenditure, working capital requirements of the Company and/ or general corporate purpose, as the board of directors may determine for each Issue, subject to proceeds being used for bank eligible end use(s) (if applicable) and in compliance with Reserve Bank of India regulations, SEBI rules (in case of listed NCDs) and regulations and all regulations applicable to use of proceeds of funds received from FPIs.</p> <p>The proceeds of the Issue will not be used to invest in capital markets and real estate.</p>
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2.	Total number of securities to be issued	Up to 40,000 secured / unsecured , listed/ unlisted, rated/ unrated and redeemable Non-Convertible Debentures of Rs. 10,00,000 each or of such other face value as may be determined by the board of directors of the Company at the time of each Issuance. However, the face value of each listed NCD shall be as prescribed by SEBI from time to time.
3.	Price at which the allotment is proposed	The NCDs may be issued at face value or at a discount for a total consideration up to Rs. 4,000 crores (Rupees Four Thousand crores)
4.	Amount to be raised	Up to Rs. 4,000 crores (Rupees Four Thousand crores) in one or more series or tranches, for a period of 1 year from the date of the shareholders' resolution.
5.	Date of Board Resolution	October 20, 2022, and such subsequent board resolutions as may be passed for each Issue.
6.	Basis or justification of the price at which the offer or invitation is being made	The NCDs will be issued at their face value or at a discount.
7.	Name and address of valuer who performed valuation	Not applicable
8.	Material terms of raising NCDs	The NCDs will be issued on such terms and conditions as mutually agreed by the parties and as per terms and conditions contained in each relevant Placement Memorandum
9.	Principle terms of assets charged as securities	The NCDs shall be either unsecured or be secured by a first ranking pari passu charge over all or any of the following: (i) moveable fixed assets (present and future) of the Company; (ii) current assets (present and future) of the Company; (iii) Receivables of the Company pursuant to the Master Services Agreement and all rights appurtenant thereto; and (iv) the rights of the Company under the Material Contracts, as may be detailed in the transaction documents in relation to the NCDs.
10.	Contribution being made by the promoters or directors either as part of the offer or	None

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	separately in furtherance of objects	
11.	Proposed time schedule / time within which the allotment shall be completed	Within 2 (two) Business Days from each issue closing date or such date as decided by the Borad of Directors

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the members of the Company.

**By Order of the Board of Directors**

**Summit Digital Infrastructure Limited**

(formerly known as Summit Digital Infrastructure Private Limited)



**Chandra Kant Sharma**

Company Secretary

Membership No: F8322

Date : October 20, 2022

Place : Mumbai

**Registered Office:**

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## **Annexure I**

The procedure for attending the meeting through Video Conferencing is as under:

- (A) Meeting will be held by way of VC through Microsoft Teams application.
- (B) For Members/authorised representatives who have Microsoft Teams application installed on their device:
  - i. Click on the web-link (*being sent separately in the email*).
  - ii. Select 'Join the meeting as guest'.
- (C) For Members/authorised representatives who do not have the Microsoft Teams application installed on their device:
  - i. In case you wish to join through Mobile you will need to mandatorily install the Microsoft Teams application and then proceed with the next steps. In any other case, installation of Microsoft Teams application is not mandatory.
  - ii. Click on the web-link (*being sent separately in the email*).
  - iii. Select 'Join the meeting as guest'.
- (D) General Instructions
  - i. The facility of joining the Meeting will commence 15 minutes before the time scheduled for the Meeting and will close 15 minutes after such schedule time.
  - ii. Each member shall submit their corporate authorizations with the Company at [secretarial@summitdigitel.com](mailto:secretarial@summitdigitel.com) at least 1 hour before commencement of the meeting i.e. by 02:00 p.m. on Friday, October 21,2022.
  - iii. Each member shall identify themselves at the commencement of the Meeting for the purpose of quorum.
  - iv. Attendance of members through VC shall be counted for the purpose of quorum under section 103 of the Companies Act, 2013.
  - v. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary on +91 9867427545
  - vi. Designated email id of the Company for correspondences and all other purposes related to the Meeting shall be [secretarial@summitdigitel.com](mailto:secretarial@summitdigitel.com).

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**Annexure II**

**THE COMPANIES ACT, 2013**  
**Consent by Member for shorter notice**  
**[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]**

To  
The Board of Directors  
**Summit Digital Infrastructure Limited**  
**(formerly known as Summit Digital Infrastructure Private Limited)**  
Unit 2, 9<sup>th</sup> Floor, Tower 4, Equinox Business Park,  
L.B.S. Marg, Kurla (W), Mumbai-400070, Maharashtra

We, [-], having our registered office at [-], holding [-] equity shares of Rs. 1 each representing [-%] in the Company in our own name, hereby give consent, pursuant to section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting of the Company at short notice on **Friday, October 21, 2022**, through video conferencing.

Signature:

Name:

Dated:

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