

July 23, 2024

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

Sub: Intimation under Regulations 50(2) and 51(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Ref: Summit Digitel Infrastructure Limited ("Company") [ISIN: INE507T07062, INE507T07070, INE507T07088, INE507T07096, INE507T07104, INE507T07112, INE507T07120 and INE507T07138]

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. 01/2024-25 ("EGM") of the members of the Company is scheduled to be held at a shorter notice on Monday, August 5, 2024 through video conferencing. Notice of the EGM dated July 22, 2024 has been sent to all the members of the Company through electronic mode on July 23, 2024.

The copy of the EGM Notice is attached herewith and is also available on the website of the Company at www.summitdigitel.com.

Please take the above on record.

Thanking you,

For **Summit Digitel Infrastructure Limited**

Shumaila Sernobat
Company Secretary and Compliance Officer
ACS28552

Encl: a/a

CC:

Axis Trustee Services Limited The Ruby, 2 nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028	IDBI Trusteeship Services Limited Universal Insurance Building, Ground Floor, Sir Phirozshah Mehta Road, Fort, Mumbai- 400 001
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Summit Digitel Infrastructure Limited

(Erstwhile Summit Digitel Infrastructure Private Limited)

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

Tel No.: 022 69075252 | Email: info@summitdigitel.com

Website : www.summitdigitel.com | CIN: U64200MH2013PLC375466

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting No.01/2024-25 ("EGM") of the members of Summit Digital Infrastructure Limited (formerly known as Summit Digital Infrastructure Private Limited) will be held on **Monday, August 05, 2024 at 5:00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at a Shorter Notice, to transact the following business as **Special Business**:

Item No. 1: To consider and appoint Mr. Prateek Shroff (DIN: 09338823) as a Non - executive Director of the Company

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

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment & Qualification of Directors) Rules, 2014 and other applicable rules made thereunder, and Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Prateek Shroff (holding Director Identification No: 09338823) who was appointed as an Additional Non-executive Director by the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, with effect from May 15, 2024 in terms of section 161(1) of the Act and Articles of Association of the Company and holds office upto the date of this General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act, proposing his candidature for appointment as a Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

Resolved further that each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and making necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act."

Item No. 2: To consider and appoint Mr. Gaurav Manoj Chowdhary (DIN: 09487942) as a Non-executive Director of the Company

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

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment & Qualification of Directors) Rules, 2014 and other applicable rules made thereunder, and Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing

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Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Gaurav Manoj Chowdhary (holding Director Identification No: 09487942) who was appointed as an Additional Non-executive Director by the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, with effect from May 15, 2024 in terms of section 161(1) of the Act and Articles of Association of the Company and holds office upto the date of this General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act, proposing his candidature for appointment as a Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

Resolved further that each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and making necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act.”

By Order of the Board of Directors

Summit Digitel Infrastructure Limited

(formerly known as Summit Digitel Infrastructure Private Limited)

Shumaila Sernobat

Company Secretary and Compliance Officer

Membership No: A28552

Date : July 22, 2024

Place : Mumbai

Registered Office:

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

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Notes:

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars'), has permitted the holding of the Extra-Ordinary General Meeting through Video Conferencing ('VC') or through 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.
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 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 are entitled to appoint authorise representative(s) to attend the Meeting through VC and participate thereat. Accordingly, such corporate Members are requested to send to the Company at email id 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 04:00 p.m. on Monday, August 05, 2024.
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 at the Meeting.
8. Members attending the EGM through VC/OAVM shall be reckoned for the purpose of quorum under section 103 of the Act.

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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. The same will be replied by the Company suitably. 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, August 02, 2024 i.e. the cut-off date, shall be entitled to vote on the resolutions set forth in this Notice.
11. 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.
12. Detailed instructions to attend, participate and vote at the Meeting through VC/OAVM is attached as “**Annexure I**” to the Notice.
13. The Meeting will be convened at a shorter 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. 01/2024-25 of the Members of the Company, is as under:

Item No. 1 and Item No. 2

Item No. 1: To appoint Mr. Prateek Shroff (DIN: 09338823) as a Non-executive Director of the Company

Item No.2: To appoint Mr. Gaurav Manoj Chowdhary (DIN: 09487942) as a Non-executive Director of the Company

Members are requested to note that Mr. Mihir Nerurkar and Mr. Arpit Agrawal, Non-executive Directors have resigned w.e.f. close of business hours on May 14, 2024.

Consequent to above resignations and to comply with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations, the Board of Directors of the Company, vide its resolution passed on May 14, 2024, on recommendation of Nomination and Remuneration Committee, post evaluating the structure, size and composition of the Board and the skills, knowledge and experience of directors proposed to be appointed, had approved the appointment of following identified persons on the Board of the Company, to hold office upto the date of this General Meeting ("GM"):

- Mr. Prateek Shroff (holding DIN: 09338823) as an Additional Non-executive Director with effect from May 15, 2024.
- Mr. Gaurav Manoj Chowdhary (holding DIN: 09487942) as an Additional Non-executive Director with effect from May 15, 2024.

Further, in terms of the applicable provisions of the Articles of Association of the Company, the nomination of Mr. Prateek Shroff and Mr. Gaurav Chowdhary has been received from Data Link Investment Manager Private Limited (acting in its capacity as the Investment Manager of Data Infrastructure Trust ("Data InvIT"), in consultation with Axis Trustee Services Limited i.e. Trustee to the Data InvIT.

Notice in writing, proposing the candidature of both i.e. Mr. Prateek Shroff and Mr. Gaurav Chowdhury under section 160 of the Act, have been received from a member of the Company. Further, Mr. Shroff and Mr. Chowdhury have provided their consent to act as a director in Form DIR-2 and an intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under section 164 of the Act.

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Details of Mr. Shroff and Mr. Chowdhury, as required under the applicable provisions of the Act, along with their brief profile, are provided in the “Annexure” to the Notice.

Accordingly, in terms of the applicable provisions of the Act and SEBI Listing Regulations, approval of the Members of the Company is being sought for appointment of Mr. Shroff and Mr. Chowdhury as Non-Executive Directors of the Company, liable to retire by rotation, by passing Ordinary Resolution, respectively.

Mr. Shroff and Mr. Chowdhury are considered as interested in the resolution relating to their respective appointment.

None of the Directors (other than Mr. Shroff and Mr. Chowdhury, as mentioned above) 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 Items No.1 and 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Items No. 1 and 2 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)

Shumaila Sernobat

Company Secretary and Compliance Officer

Date : July 22, 2024

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. Member shall submit their corporate authorizations with the Company at secretarial@summitdigitel.com at least 1 hour before commencement of the meeting i.e. by 4:00 p.m. on Monday, August 05, 2024.
 - 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 9967020556.
 - vi. Designated email id of the Company for correspondences and all other purposes related to the Meeting shall be 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, 9th 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 shorter notice on **Monday, August 05, 2024**, through video conferencing.

Signature:

Name:

Dated:

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Annexure

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IN THE EXTRAORDINARY GENERAL MEETING, AS SET OUT IN ITEM NOS. 1 and 2 IN TERMS OF APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

A. Brief resume including qualification, experience and expertise in specific functional area:

(1) Mr. Prateek Shroff

Prateek joined Brookfield in 2019 and is a Senior Vice President in the Infrastructure group, heading the legal function for India and Middle East. Prior to Brookfield, Prateek spent 1 year at Tata Sons Limited where he worked on transactions across the Tata Group including on internal restructurings, acquisitions, and disinvestment transactions.

Before moving in house, Prateek was with Cyril Amarchand Mangaldas in their Mergers and acquisition practice for over 6 years, where he worked on transactions in the telecom, power, real estate, insurance sectors among others. He holds a B.A. L.L.B (Hons) from WB National University of Juridical Sciences.

(2) Mr. Gaurav Chowdhary

Mr. Gaurav Chowdhary is a Vice President in Brookfield's infrastructure Group. He is a part of the team managing the investment activity in India & Middle East. Mr. Chowdhary has completed his PGDBM from XLRI Jamshedpur and a bachelor's degree from IIT Kharagpur.

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B. Other details:

Name of Director	Mr. Prateek Shroff	Mr. Gaurav Chowdhary
Date of birth/Age	July 29, 1985/ 38 Years	September 16, 1986/ 37 years
Date of First Appointment on the Board of the Company	May 15, 2024	May 15, 2024
Terms and conditions of Appointment	Proposed Directors to be appointed as Non-executive Directors	
Past remuneration drawn from the Company	NIL	
Remuneration sought to be paid		
Details of Shareholding in the Company		
Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company		
Number of Board Meetings attended during FY 2024-25 (out of the total meetings held during their tenure as director)	NIL	
List of other directorships	<ul style="list-style-type: none"> • BAM DLR Data Center Services Private Limited • Encap Investment Manager Private Limited • Data Link Investment Manager Private Limited • Bharat InvITs Association 	<ul style="list-style-type: none"> • Crest Digitel Private Limited • Jarvis Data-Infra Project Manager Private Limited
Membership/ Chairmanship of Committees of the other Boards	<ul style="list-style-type: none"> • Encap Investment Manager Private Limited- Member of Stakeholders' Relationship Committee ("SRC") 	<ul style="list-style-type: none"> • Crest Digitel Private Limited- Member of Corporate Social Responsibility Committee

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