

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the members of Summit Digital Infrastructure Private Limited (formerly known as Reliance Jio Infratel Private Limited) will be held on **Friday, June 4, 2021 at 9.30 A.M.** 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, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and in terms of provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for raising funds by way of creation, offer, issuance and allotment of upto 15,000 Rated, Listed, Taxable, Secured, Redeemable Non-Convertible Debentures of Rs.1,000,000 each, for cash, aggregating to upto Rs.15,000,000,000, in one series, in one or more tranches (hereinafter referred to as the “NCDs”) to certain identified investors (“Identified Investors”), on a private placement basis, on such terms and conditions as are specified in the Information Memorandum (“IM”) and Private Placement Offer Letter cum Application Form in Form PAS-4 as provided under the Companies Act, 2013 and the rules framed thereunder (“Offer Letter”) and other documents proposed to be executed in relation to the NCDs.

Resolved further that the draft IM and the Offer Letter as placed at the meeting in respect of issue of NCDs be and is hereby approved.

Resolved further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board of Directors be and are hereby authorized to determine as to when the NCDs are to be issued, the terms of issue, issue price, rate of interest, redemption period and all such terms as are provided in offering of a like nature as the Board of Directors may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things and execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the issue of the NCDs.

Resolved further that the Board of Directors be and are hereby authorised to accept such terms and conditions as may be required by the Identified Investors (or any agent/trustee

acting on their behalf) in relation to the NCDs and to do all such acts and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Sd/-

Chandra Kant Sharma
Company Secretary
Membership No: 8322

Date : June 3, 2021

Place : Mumbai

Registered Office:

511, Shapath-V,
Near Karnavati Club, S G Highway,
Ambawadi, Ahmedabad- 380015
CIN: U64200GJ2013PTC105870

Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020, has permitted the holding of the Extra-Ordinary General Meeting (“EGM/Meeting”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical attendance of the Members at the meeting venue till June 30, 2021. In accordance with the provisions of the Companies Act, 2013 (the “Act”) and the aforesaid MCA Circulars, the EGM of the Company is being held through VC / OAVM. 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 / 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, 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 8.30 a.m. on June 4, 2021.
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. 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, May 28, 2021 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 Companies Act, 2013, 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.

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

The explanatory statement as required under Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra-ordinary General Meeting of the Members of the Company, is as under:

Item No. 1:

Issue of Secured Redeemable Non-Convertible Debentures on Private Placement

The Company, in order to manage the requirement of funds for general corporate purposes, capital expenditure and the operating expenses of the business and to refinance/recoup the existing borrowings, proposes to pass a resolution to allow the Company to offer upto 15,000 Rated, Listed, Taxable, Secured, Redeemable and Non-Convertible Debentures of Rs.1,000,000 each, for cash, aggregating to upto Rs.15,000,000,000, in one series, in one or more tranches (hereinafter referred to as the “NCDs”) to certain identified investors on a private placement basis on such terms and conditions as are specified in the Information Memorandum, Private Placement Offer cum Application Letter and other documents proposed to be executed in relation to the NCDs.

The Board at its meeting held on June 3, 2021 has, subject to the approval of the members of the Company, approved the issue of the aforesaid NCDs to certain identified investors on private placement basis.

Section 42 of the Companies Act, 2013 read with rules framed thereunder provides that a company which intends to make a private placement should obtain approval of its shareholders by means of a special resolution before making an offer or invitation for subscription.

The approval of the members is being sought by way of a Special Resolution to enable the Company to raise funds by way of creation, offer, issuance and allotment of NCDs, on a private placement basis, in one series, for an amount of upto Rs.15,000,000,000, in one or more tranches, with the authority to the Board of Directors to determine the terms and conditions, including the issue price of the NCDs.

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	:	The proceeds of the Issue are proposed to be used for paying all costs, fees and expenses in relation to the Issue, capital expenditure for the Issuer’s business, refinancing of existing borrowings of the Issuer and other bona fide
----	---------------------	---	---

			<p>purposes in normal course of business, subject to proceeds being used for bank eligible end use(s) only and in compliance with Reserve Bank of India regulations, SEBI regulations and all regulations applicable to use of proceeds of funds received from Foreign Portfolio Investors.</p> <p>The proceeds of the Issue will not be used to invest in capital markets and real estate.</p>
2.	Total number of securities to be issued	:	Upto 15,000 Rated, Listed, Taxable, Secured, Redeemable Non-Convertible Debentures of Rs. 1,000,000 each
3.	Price at which the allotment is proposed	:	The NCDs are proposed to be issued at face value i.e. Rs.1,000,000 for a total consideration of Rs. 1500,00,00,000 (Rupees Fifteen Hundred Crores only)
4.	Amount to be raised	:	Rs. 1500,00,00,000 (Rupees Fifteen Hundred Crores only)
5.	Date of Board Resolution	:	June 3, 2021
6.	Basis or justification of the price at which the offer or invitation is being made	:	The NCDs are being issued at its face value.
7.	Name and address of valuer who performed valuation	:	Not applicable
8.	Material terms of raising NCDs	:	The NCDs are proposed to be issued as per terms and conditions contained in the Disclosure Document
9.	Principle terms of assets charged as securities	:	<p>The NCDs shall be secured by a first ranking <i>pari passu</i> charge over all:</p> <ul style="list-style-type: none"> (i) moveable fixed assets (present and future) of the Issuer; (i) current assets (present and future) of the Issuer; (ii) Receivables of the Issuer pursuant to the Master Services Agreement and all rights appurtenant thereto; and the rights of the Company under the Material Contracts
10.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	:	None
11.	Proposed time schedule / time within which the allotment shall be completed	:	Within 2 (two) Business Days from the issue closing date

None of the Directors 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

Sd/-

Chandra Kant Sharma
Company Secretary
Membership No: 8322

Date : June 3, 2021

Place : Mumbai

Registered Office:

511, Shapath-V,
Near Karnavati Club, S G Highway,
Ambawadi, Ahmedabad- 380015
CIN: U64200GJ2013PTC105870

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 at least 1 hour before commencement of the meeting i.e. by 8:30 a.m. on June 4, 2021.
 - 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/ voting and all other purposes related to the Meeting shall be secretarial@summitdigitel.com.

Annexure II

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

To
The Board of Directors
Summit Digitel Infrastructure Private Limited
(formerly known as Reliance Jio Infratel Private Limited)
511, Shapath-V, Near Karnavati Club, S G Highway,
Ambawadi, Ahmedabad- 380015
Gujarat, India

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 extraordinary general meeting of the Company at short notice on Friday, June 4, 2021 through video-conference.

Signature:

Name:

Dated: