

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS**

Notice is hereby given that Extra Ordinary General Meeting of the Shareholders of VITP Private Limited ("Demerged Company" or "Company") at a shorter notice to be convened and held on Monday, 28 October 2024 at 5:30 PM at the registered office situated at Capella Block, 5<sup>th</sup> Floor, Plot No.17 Software Units Layout, Madhapur, Rangareddi, Hyderabad, Telangana, India, 500081 to transact the following business:

**SPECIAL BUSINESS:**

**1. To consider and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:**

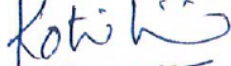
**APPROVAL FOR THE SCHEME OF ARRANGEMENT (DEMERGER) BETWEEN VITP PRIVATE LIMITED (DEMERGED COMPANY) AND ITPH DATA CENTRE PRIVATE LIMITED (RESULTING COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS ("SCHEME"):**

"**RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, re-enactment or amendments thereof) and applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad or such other competent authority, if any, consent of the members be and is hereby accorded for Scheme of Arrangement (Demerger) between VITP Private Limited (Demerged Company) and ITPH Data Centre Private Limited (Resulting Company), and the Scheme shall become effective from August 1, 2024 (the Appointed Date), subject to such modifications as may be recommended by the jurisdictional Registrar of Companies, which may be subsequently accepted and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Kotilingam Koppu, Company Secretary and authorized signatory of the Demerged Company and/ or any of the Directors of the Demerged Company (which term shall deem to include any Committee or any person(s) which the Board of Directors may constitute or nominate to exercise its powers, including the powers conferred under the above resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper with regard to the implementation of draft Scheme of Arrangement of Demerger entered between the Demerged Company and Resulting Company, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary as to give effect to the Scheme or to carry out such modifications/directions as may be ordered by the Hon'ble Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad or such other appropriate authority, as may be applicable to implement the Scheme.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to issue certified copy of these resolutions to the concerned authorities as and when required."

For VITP Private Limited



**Kotilingam Koppu**  
Company Secretary  
(A-17903)



Date: 28 October 2024

Place: Hyderabad

**NOTES:**

- 1) 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. The proxy need not be a member of the Company. A blank proxy form is enclosed. The proxy form duly stamped and executed, should be deposited at the Registered office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting.
- 2) Members/Proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 4) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and in accordance with the rules made there under, in respect of the business in the accompanying Notice is annexed hereto.
- 5) The persons to whom the notice is sent may vote in the meeting either in person or by proxies.
- 6) All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by the members on all working days prior to the date of Extraordinary General Meeting between 11.00 a.m. to 1.00 p.m. and will also be available for inspection at the meeting.
- 7) Route map for location of the meeting is enclosed for easy identification.

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

**Item 1:**

VITP Private Limited ("Demerged Company") and ITPH Data Centre Private Limited ("Resulting Company") intend to file an application with the Hon'ble Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad seeking approval of the Scheme of Arrangement of Demerger ("Scheme") in accordance with section 233 of the Companies Act, 2013.

Members are requested to note that the Board of Directors of both the Companies approved the Scheme of Arrangement of Demerger of the Demerged undertaking of VITP Private Limited (Demerged Company) with ITPH Data Centre Private Limited (Resulting Company) in the meeting of Board of Directors held on September 9, 2024.

Both the Companies have also served notices (CAA-9) along with the proposed Scheme with Registrar of Companies, Hyderabad and Ministry of Corporate Affairs (Regional Director, South East Region) on September 11, 2024 seeking their objections/suggestions to the said scheme as required under section 233(1)(a) of the Act and rules made thereunder.

The Board of Directors of Demerged Company and Resulting Company believe that the following benefits will accrue, pursuant to the demerger:

- The arrangement would result in an efficient corporate structure with a focused management, and it would be strategically apt to segregate the Demerged Undertaking into the Resulting Company to enable them to move forward independently, with greater focus and specialization building further on their respective capabilities.
- Segregation and separating the Demerged Undertaking would help in attracting the relevant set of investors with matching risk and investment profile of the Demerged Undertaking and paving way for future exit opportunities.
- Dedicated management focus, streamlining of operations, cost optimization and operational efficiencies through the effective and efficient utilization of financial resources, managerial talents and technical skills, thereby protecting and maximizing the value and returns to the shareholders.
- Enable the Resulting Company to raise secured and unsecured funding from investors for the Demerged Undertaking in an insulated legal entity to secure their investments.
- The differing financial needs and strategic imperatives can be better addressed by the separation of the Demerged Undertaking into the Resulting Company.

Members may further note that the proposed Scheme will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay/outgo and also would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.

**Additional disclosure pursuant to Section 230(3) of the Act read with sub-Rule (3) of Rule 6 of Companies (Compromise, Arrangements and Amalgamation) Rules, 2016:**

Sr No.	Particulars	Description
1.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company;	<ul style="list-style-type: none"> <li>CIN of Resulting Company: U63119TS2024PTC187385</li> <li>CIN of Demerged Company: U72200TG1997PTC026801</li> </ul>
2.	Permanent Account Number (PAN);	<ul style="list-style-type: none"> <li>Resulting Company – AAHCI7566H</li> <li>Demerged Company - AACCV2672G</li> </ul>
3.	Names of the companies;	<ul style="list-style-type: none"> <li>ITPH Data Centre Private Limited (Resulting Company)</li> <li>VITP Private Limited (Demerged Company)</li> </ul>
4.	Date of incorporation;	<ul style="list-style-type: none"> <li>Resulting Company was incorporated on 10/07/2024</li> <li>Demerged Company was incorporated on 02/04/1997</li> </ul>
5.	Type of the company (whether public or private or one-person company);	<ul style="list-style-type: none"> <li>Resulting Company – Private</li> <li>Demerged Company – Private</li> </ul>
6.	Registered office address and e-mail address of the Demerged and Resulting Company;	<ul style="list-style-type: none"> <li><u>Resulting Company</u> Capella Block 5th Floor, Plot No 17 Software units, Madhapur, Hyderabad, Shaikpet, Telangana, India,500081 <a href="mailto:kotilingam.k@capitaland.com">kotilingam.k@capitaland.com</a></li> <li><u>Demerged Company</u> Capella Block, 5th Floor, Plot No.17 Software Units Layout, Madhapur, Rangareddi, Hyderabad, Telangana, India, 500081 <a href="mailto:vitp.cs@capitaland.com">vitp.cs@capitaland.com</a></li> </ul>
7.	Summary of main object as per the memorandum of association; and main business carried on by the company;	Details mentioned in introduction to the Scheme of Arrangement of Demerger under Preamble [Refer page no. 2 of the Scheme of Arrangement of Demerger]
8.	Details of change of name, registered office and objects of the company during the last five years;	<ul style="list-style-type: none"> <li>The Resulting Company has not changed its name, registered office or its objects from the date of its incorporation.</li> <li>The Demerged Company has not changed its name. However there was change in the</li> </ul>

		registered office of the company within local limits of same city/ town/village w.e.f.16-11-2021.
9.	Name of the stock exchange (s) where securities of the company are listed, if applicable;	Non-Convertible Debentures of the Demerged Company are listed on BSE.  None of the securities of the Resulting Company are listed on any stock exchange
10.	Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital; and	<ul style="list-style-type: none"> <li>• Authorised Share Capital of the Resulting Company: INR 15,00,000/-</li> </ul> Paid Up Share Capital of the Resulting Company: INR 10,000/-  <ul style="list-style-type: none"> <li>• Authorised Share Capital of the Demerged Company: INR 1,24,00,00,000</li> </ul> Paid Up Share Capital of the Demerged Company: INR 1,05,89,82,400
11.	Names of the promoters and directors along with their addresses.	The requisite details are under: <ul style="list-style-type: none"> <li>• <u>In case of Resulting Company:</u> Enclosed as <b>Annexure A</b></li> <li>• <u>In case of Demerged Company:</u> Enclosed as <b>Annexure B</b></li> </ul>
12.	If the scheme of compromise, arrangement or amalgamation relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise, arrangement or Amalgamation, including holding, subsidiary or of associate companies;	<ul style="list-style-type: none"> <li>• Demerged Company (i.e., VITP Private Limited)</li> <li>• Resulting Company (i.e. ITPH Data Centre Private Limited) is the wholly owned subsidiary of the Demerged Company.</li> </ul>
13.	The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution;	The Scheme of Arrangement (Demerger) has been approved by the respective board of directors of the Resulting Company and Demerged Company on September 9, 2024. The Board of directors of both the Resulting Company and the Demerged Company have unanimously voted in favour of the resolution.

**Explanatory statement disclosing details of the scheme of compromise or Arrangement including: -**

a)	Parties involved in such compromise or Arrangement;	<ul style="list-style-type: none"> <li>• <u>Resulting Company:</u> ITPH Data Centre Private Limited</li> <li>• <u>Demerged Company:</u> VITP Private Limited</li> </ul>
b)	In case of Amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	<ul style="list-style-type: none"> <li>• Appointed date – August 1, 2024.</li> <li>• Effective date – as per Clause 1.12 of the Scheme.</li> <li>• Share exchange ratio – For every 12 (Twelve) fully paid-up equity shares having face value of INR 10 each of Demerged Company, 1 (One) fully paid-up equity shares(s) having face value of INR 10 each of Resulting Company shall be issued and allotted</li> </ul>
c)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	<p>The Share Entitlement Ratio has been determined having regard to the future equity servicing capacity and minimum share capital requirement of Resulting Company.</p> <p>We hereby declare that the valuation report is available for inspection at the registered office of the company.</p>
d)	Details of capital or debt restructuring, if any;	Not Applicable
e)	Rationale for the compromise, arrangement or Amalgamation;	Details mentioned in introduction to the Scheme of Arrangement of Demerger under Rationale of Amalgamation [Refer page no. 2 and 3 of the Scheme of Arrangement of Demerger]
f)	Benefits of the compromise, arrangement or Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable);	Details mentioned in page no. 2 and 3 of the Scheme of Arrangement of Demerger.
g)	Amount due to creditors.	<p>The amount due to Secured creditors as on August 31,2024 is as follows:</p> <ul style="list-style-type: none"> <li>• In case of Resulting Company: Nil</li> <li>• In case of Demerged Company: INR 3,51,36,03,278</li> </ul> <p>The amount due to Unsecured loan creditors as on August 31, 2024 is as follows:</p> <ul style="list-style-type: none"> <li>• In case of Resulting Company: Nil</li> <li>• In case of Demerged Company: INR 1277,22,77,218</li> </ul>

		<p>The amount due to Unsecured trade creditors as on August 31, 2024 is as follows:</p> <ul style="list-style-type: none"> <li>• In case of Resulting Company: Nil</li> <li>• In case of Demerged Company: INR 57,90,32,507</li> </ul>
h)	<p>Disclosure about the effect of the compromise, arrangement or Amalgamation on:</p> <p>(a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:</p>	<p>The Scheme shall not have any adverse effect on such persons</p>
i)	<p>Disclosure about effect of compromise, arrangement or Amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.</p>	<p>The Scheme shall not have any adverse effect on such persons</p>
j)	<p>Investigation or proceedings, if any, pending against the company under the Act.</p>	<p>There are no investigation proceedings pending against the Company under Sections 206 to 229 or any other provisions of the Companies Act, 2013</p>
k)	<p>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors:</p>	<p>Inspection of the following documents may be taken at the registered office of the Company on any working day (except Saturday and Sunday) prior to the date of the meeting between 11.00 A.M. to 1.00 PM.</p> <ul style="list-style-type: none"> <li>(a) Scheme of Arrangement;</li> <li>(b) Memorandum and Articles of Association of the Demerged Company;</li> <li>(c) Audited financial statements of the Demerged Company for the year ended March 31, 2024;</li> <li>(d) Solvency statement filed by the Company in Form No. CAA 10, pursuant to Section 233 (1)(c) of the Act;</li> <li>(e) Form No. CAA 9 filed by the Company with Registrar of Companies, Income Tax department, Reserve Bank of India, BSE and Regional Director;</li> </ul>



		<p>(f) Contracts or agreements material to the Scheme;</p> <p>(g) The certificate issued by Auditor of the Demerged Company to the effect that the accounting treatment, proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and</p> <p>(h) Valuation Report obtained from a Registered Valuer.</p>
l)	<p>Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise, arrangement or Amalgamation.</p>	<p>The Company has already filed the draft Scheme of Arrangement and Notice stipulated under Section 233(1)(a) of the Act in Form CAA-9 with the Registrar of Companies, Hyderabad, Income Tax Department, RBI, Regional Director (South-East Region, Hyderabad) and BSE.</p> <p>The Company has not received any objections from any regulatory authorities to the above Scheme as on the date of this Notice.</p>
m)	<p>A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.</p>	<p>Copies of the Scheme and of the explanatory statement under Section 230 of the Act can be obtained free of charge at the registered office of the Company. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company.</p> <p>The above-mentioned Scheme, if approved by the equity shareholders at the meeting, will be subject to the subsequent approval of the Regional Director, South-East Region, Ministry of Corporate Affairs and such other regulatory authorities as may be required.</p> <p>Take further notice that each equity share constitutes one vote and the shareholder can vote at the venue of the meeting of the Shareholders of the Company</p> <p>A copy of the Scheme, the statement under Section 233 of the Companies Act, 2013, the Form of Proxy and attendance slip are enclosed.</p>

For VITP Private Limited

  
**Kotilingam Koppu**  
Company Secretary  
(A-17903)



Date: 28 October 2024

Place: Hyderabad

VITP Private Limited  
International Tech Park Hyderabad, 5<sup>th</sup> Floor, Capella  
Plot 17, Software Units Layout  
Madhapur  
Hyderabad 500 081, Telangana, India  
CIN: U72200TG1997PTC026801  
Tel (91) 40 6628 5000

**ATTENDANCE SLIP**

**CIN** : U72200TG1997PTC026801  
**Name of the Company** : VITP Private Limited  
**Registered Office** : Capella Block, 5<sup>th</sup> Floor, Plot No. 17, Software Units  
Layout, Madhapur, Hyderabad – 500081.

Members attending the Meeting in person or by proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

Folio No	
No. of Equity Shares held	
Name and address of the Equity Shareholder (in block letters)	
Name of the Authorised representative	
Name and address of the Proxy holder (in block letters) – <i>To be filled by the proxy attending instead of the Equity Shareholder</i>	

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my presence at an Extra-Ordinary General Meeting of the company held on 28 October 2024 at 05:30 p.m. at the registered office of Company at Capella Block, 5<sup>th</sup> Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081.

Shareholder's/ Proxy's name in **BLOCK** letters

\_\_\_\_\_  
Signature of Shareholder/Proxy

**Notes:**

1. Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall.
2. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

VITP Private Limited  
International Tech Park Hyderabad, 5<sup>th</sup> Floor, Capella  
Plot 17, Software Units Layout  
Madhapur  
Hyderabad 500 081, Telengana, India  
CIN: U72200TG1997PTC026801  
Tel (91) 40 6628 5000

**PROXY FORM**

**CIN** : U72200TG1997PTC026801  
**Name of the Company** : VITP Private Limited  
**Registered Office** : Capella Block, 5<sup>th</sup> Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081.

Name of the Member(s) :  
Registered Address :  
Email-id :  
Folio No. :

I / We, being the member(s) of \_\_\_\_\_ shares/debentures of the above-mentioned company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_, or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_, or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf for or against any resolution at an Extra-Ordinary General Meeting of the company to be held on Monday, 28 October 2024 at 05:30 P.M IST at the registered office of Company at Capella Block, 5<sup>th</sup> Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081 and at any adjournment thereof in respect of the proposal/resolution as indicated below

Proposal/Resolution	Vote for*	Vote against*
Approval to the Scheme of Arrangement (Demerger) Between VITP Private Limited (Demerged Company) and ITPH Data Centre Private Limited (Resulting Company) and their respective shareholders, and matters related therewith.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature of Shareholder :

Signature of Proxy Holder(s)

Affix One  
Rupee  
Revenue  
Stamp

**Route Map**

