



NOTICE

Notice is hereby given that the Tenth (10th) Annual General Meeting (AGM) of the members of Nextra Data Limited will be held on Thursday, Twenty eighth day of September, 2023 at 4:00 p.m. through video conferencing to transact the following businesses:

Ordinary Businesses:

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023**

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

"Resolved that the audited financial statements of the Company including the Balance Sheet as at March 31, 2023, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date, including the Board's Report and Auditor's Report thereon be and are hereby received, considered and adopted."

- 2. Re-appointment of Harjeet Singh Kohli (DIN: 07575784) as Director liable to retire by rotation**

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

"Resolved that Harjeet Singh Kohli (DIN: 07575784), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

Special Business:

- 3. Appointment of Ganapathi S. Lakshminarayanan (DIN: 01828104) as Director**

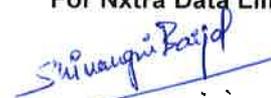
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Ganapathi S. Lakshminarayanan (DIN: 01828104), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 21, 2023, and who holds office till the date of the AGM in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as a director of the Company, liable to retire by rotation."

Registered Office:
Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi – 110070, India

Place: New Delhi
Date: September 01, 2023

By order of the Board
For Nextra Data Limited



Shivangni Bajjal
Company Secretary
Membership No: A60147



NOTES:

1. General instructions for accessing, participating and voting in the 10th AGM through VC/OAVM Facility:
 - a. Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the 10th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 10th AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 10th AGM. However, representatives of the Members may be appointed for the purpose of voting through show of hands or by poll, as the case may be, for participation in the 10th AGM through VC/OAVM Facility and e-Voting during the 10th AGM.
 - c. In line with the MCA Circulars, the Notice of the 10th AGM will be available on the website of the Company at www.nxtradata.in.
 - d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e. Members may join the 10th AGM through VC/OAVM Facility through the Zoom link as provided separately. The link shall be kept open for the Members from 03:45 p.m. i.e. 15 minutes before the time scheduled to start the 10th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 10th AGM.
 - f. Attendance of the Members participating in the 10th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - g. Voting shall be conducted by show of hands unless a demand for poll is made by members during the 10th AGM. In case a poll is demanded during the meeting on any item, the members shall cast their vote on the resolutions only by sending emails to nextra.data@bharti.in through their email addresses which are registered with the company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email. In case voting is to be done by way of poll, then the Chairman of the Meeting or any other person authorized by the Chairman, shall appoint a scrutinizer for the purpose of scrutinizing the voting process in a fair and transparent manner, who shall submit his report to the Chairman. In case voting is done by way of poll, the Chairman may adjourn the Meeting and call later to declare the results of the Meeting after receipt of scrutinizer report.



2. Other instructions:
 - a. Information regarding particulars of the Directors to be appointed and the director seeking re-appointment requiring disclosure in terms of the Secretarial Standard 2 are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in any foreign companies.
 - b. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement shall remain available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the Registered office of the Company during the AGM.
 - c. Electronic copy of all the documents referred to in the accompanying Notice of the 10th AGM and the Explanatory Statement shall be available for inspection upto the conclusion of AGM in the Investor Section of the website of the Company.
 - d. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least five days prior to the date of AGM of the Company at the registered office address or to the email address of the Company Secretary to enable the Company to collect the relevant information.
 - e. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
 - f. The Members who have not yet registered their e-mail ids with the Company or wishes to update their registered email id, may send request for the same by writing to the Company Secretary at Shivangni.baijal@bharti.in.



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

Item No. 3:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Ganapathi S. Lakshminarayanan as an additional director on the Board of the Company. In terms of section 152 read with rules made thereunder, he holds office upto the date of the ensuing Annual General Meeting.

Ganapathi S. Lakshminarayanan is not disqualified for being appointed as director in terms of the Section 164 of the Companies Act, 2013 and had given his consent to act as Director of the Company.

Relevant resolutions passed at the Board Meeting and other allied documents being referred in the resolution and / or explanatory statement, are available for inspection in physical or in electronic form during business hours at the Registered Office of the Company.

Other than Ganapathi S. Lakshminarayanan, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested either financially or otherwise in the proposed resolution at item no. 3 of the notice.

The Board of Directors are of the opinion that his vast knowledge, varied experience and continued association would be of great value to the Company and immense benefit to the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ganapathi S. Lakshminarayanan to be appointed as a Director as per the provisions of the Companies Act, 2013. Accordingly, the Board recommends the appointment of Ganapathi S. Lakshminarayanan set out in item no. 3 of this notice as Ordinary Resolution.

Relevant details of Ganapathi S. Lakshminarayanan required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are enclosed.



Information of Directors to be appointed and the Directors seeking re-appointment/appointment at the forthcoming AGM (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice)

Name of the Director	Harjeet Singh Kohli	Ganapathi S. Lakshminarayanan
Directors Identification Number (DIN)	07575784	01828104
Date of Birth (Age in years)	November 04, 1973 (49 years)	May 31, 1968 (55 years)
Original date of appointment	December 02, 2020	August 21, 2023
Qualifications	BE, MBA (Finance)	MBA
Experience and expertise in specific functional area	Over 24 years of experience in Strategy, M&A, Business Development and Finance.	Over 15 years of experience in the areas of B2B Business.
Shareholding in the Company	Nil	Nil
Remuneration last drawn	NA	NA
No. of Board meetings attended during the year	2 (Two)	Not Applicable
Terms and conditions of re-appointment and remuneration	Terms and conditions as per the Board Resolution pertaining to the appointment of Directors.	Terms and conditions as per the Board Resolution pertaining to the appointment of Directors.
Relationship with other Directors or KMPs	NA	NA
Directorships held in other companies in India	<ul style="list-style-type: none"> • Indus Towers Limited • Del Monte Foods Private Limited (formerly known as Fieldfresh Foods Private Limited) • Del Monte Foods India (North) Private Limited (formerly Fieldfresh Foods (North) Private Limited) • Airtel Payments Bank Limited • Bharti AXA Life Insurance Company Limited • Bharti Real Estates Limited • Bharti Land Limited • Rostrum Realty Private Limited • Bharti Realty Limited • Bharti Enterprises Limited 	<ul style="list-style-type: none"> • Linkstreet Learning Private Limited



<p>Membership / Chairmanship of committees in public limited companies in India</p>	<ol style="list-style-type: none"> 1) Nxtra Data Ltd <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Member • Corporate Social Responsibility Committee- Member • Audit Committee- Chairman • Committee of Directors- Chairman 2) Bharti Enterprises Limited (Formerly Known as Bharti Ventures Limited) <ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Chairman 3) Indus Towers Limited <ul style="list-style-type: none"> • Audit & Risk Management Committee – Member 4) Bharti Realty Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Member • Corporate Social Responsibility Committee- Member • Audit Committee- Member 5) Bharti Axa General Insurance Company Limited <ul style="list-style-type: none"> • Board Investment Committee- Chairman • Risk Management Committee- Member 6) Bharti Axa Life Insurance Company Limited <ul style="list-style-type: none"> • Board Investment Committee- Chairman • Risk Management Committee- Member 7) Bharti Land Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member 8) Airtel Payments Bank Limited <ul style="list-style-type: none"> • Audit Committee- Member 	<p>NIL</p>
---	--	------------