



NOTICE

Notice is hereby given that the Eleventh (11th) Annual General Meeting ("AGM") of the members of Nextra Data Limited will be held on Friday, September 27, 2024 at 04:00 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, 2024**

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, 2024, 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 Rajesh Tapadia (DIN: 08391891) 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 Rajesh Tapadia (DIN: 08391891), 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. Re-appointment of Rajesh Tapadia as the Whole-time Director and Chief Operating Officer of the Company**

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 196, 197, 203 and other applicable provisions of the Companies Act, 2013, and any other applicable laws (including any statutory modification(s) or re-enactment thereof), consent of the members be and is hereby accorded to re-appoint Rajesh Tapadia (DIN: 08391891) as the Whole-time director & Chief Operating Officer of the Company at the following remuneration for a period of five years with effect from December 13, 2024 to December 12, 2029 on the existing remuneration as follows:

Fixed Pay (Inclusive of salary, allowances and retirement benefits) payable on monthly basis: INR 26,338,152 per annum or such other sum as may be decided by the Board from time to time.

Rajesh Tapadia shall be entitled to increments in his remuneration from time to time based on his performance as may be determined by the Nomination and Remuneration Committee.



Variable Pay (Annual Performance Bonus) to be paid annually after the end of financial year: INR 4,647,909 per annum or such other sum as may be determined by the Board at the end of the financial year which shall not exceed 85% of the annual fixed salary.

Employee Stock Option: In addition to the above, Rajesh Tapadia shall be entitled for such number of stock options as may be granted to him under any ESOP scheme of the Company/Holding Company.

Other Benefits: Other benefits including leave encashment and perquisites as per policy(s) of the Company.

Rajesh Tapadia shall also be entitled to reimbursement of all legitimate expense incurred by him while performing his duties and such reimbursements will not form part of his remuneration.

Resolved further that the Board be and is hereby authorized to vary, alter and modify the terms and conditions of appointment including relating to remuneration/remuneration structure of Rajesh Tapadia within the limits prescribed above and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution and any act already done in this regard be and is hereby ratified,"

4. Appointment of Sharat Sinha (DIN: 05253149) 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, Sharat Sinha (DIN: 05253149), who was appointed as an additional director of the Company in the capacity of non-executive director by the Board of Directors w.e.f. September 25, 2024, and who holds office till the date of the ensuing Annual General Meeting 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 20, 2024

**By order of the Board
For Nextra Data Limited**

**Shivangni Baijal
Company Secretary
Membership No: A60147**



NOTES:

1. General instructions for accessing, participating and voting in the 11th 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, September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the 11th 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 11th 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 11th 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 11th AGM through VC/OAVM Facility and e-Voting during the 11th AGM.
- c) In line with the MCA Circulars, the Notice of the 11th AGM will be available on the website of the Company at www.nextradata.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 11th 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 11th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 11th AGM.
- f) Attendance of the Members participating in the 11th 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 11th 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, if any 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, if any 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 11th AGM and the Explanatory Statement, if any 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 Shivanqni.Baijal@bharti.in.



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

Item No. 3

The Board of Directors in its meeting held on December 13, 2019 had approved the appointment of Rajesh Tapadia as the Whole-time director & Chief Executive Officer of the Company for a term of five years effective from December 13, 2019 to December 12, 2024. Further, Rajesh Tapadia was redesignated as the Whole-time director & Chief Operating Officer of the Company w.e.f September 01, 2022. In terms of Section 149, 196 and other applicable provisions of the Companies Act 2013, the re-appointment of a whole-time director is required to be approved by the shareholders in the next general meeting. Accordingly, upon the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on May 08, 2024, had recommended his re-appointment as the Whole-time director & Chief Operating Officer of the Company for another term of five years w.e.f December 13, 2024 to December 12, 2029 for the approval of the shareholders.

Rajesh Tapadia is not disqualified for being appointed as director in terms of the Section 164 of the Companies Act, 2013 and has given his consent to act as Whole-time director & Chief Operating Officer of the Company.

Relevant resolutions passed at the Board and Committee Meetings 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 Rajesh Tapadia, 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 in 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. Accordingly, the Board recommends the appointment of Rajesh Tapadia as Whole-time director & Chief Operating Officer of the Company on such terms and conditions as set out in this notice in Item no. 3 as an Ordinary Resolution.

Relevant details of Rajesh Tapadia required to be given as per the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India is enclosed.

Item No. 4:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Sharat Sinha as an additional director on the Board of the Company w.e.f September 25, 2024. In terms of section 152 read with rules made thereunder, he holds office upto the date of the ensuing Annual General Meeting.

Sharat Sinha 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 Sharat Sinha, 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. 4 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 Sharat Sinha to be appointed as a Director as per the provisions of the Companies Act, 2013. Accordingly, the Board recommends the appointment of Sharat Sinha set out in item no. 4 of this notice as an Ordinary Resolution.

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

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

**Place: New Delhi
Date: September 20, 2024**

**By order of the Board
For Nxtra Data Limited**

**Shivangni Bajjal
Company Secretary
Membership No: A60147**



Information of Director to be appointed and the Director 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	Rajesh Tapadia	Sharat Sinha
Directors Identification Number (DIN)	08391891	05253149
Date of Birth (Age in years)	August 19, 1973 (51 years)	November 17, 1969 (53 years)
Original date of appointment	December 13, 2019	September 25, 2024
Qualifications	B.E. in Computer Science	M. Tech, Doctoral of Business Administration
Experience and expertise in specific functional area	Overall 30 years of experience in field of data centres.	Overall 30 years of experience in field of technology and management
Shareholding in the Company	Nil	Nil
Remuneration last drawn	As approved by the Nomination and Remuneration Committee	Nil
No. of Board meetings attended during the year	5 (Five)	NA
Terms and conditions of appointment / 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	Nil	Nil
Membership / Chairmanship of committees in public limited companies in India	Committee of Directors - Member	Nil

