



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an Extraordinary General Meeting of the members of Nxtra Data Limited will be held on Thursday, May 29, 2025 at 09:00 A.M. through video conferencing at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi – 110070 (Deemed Venue) to transact the following business:

SPECIAL BUSINESS:

1. Increase in borrowing limits of the Company

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

“Resolved that in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, consent of the members be and is hereby accorded for accepting and obtaining fund and non-fund based credit facilities including Bank Guarantee, letter of credit, overdraft facilities, cash credit, working capital demand loan, short term borrowings, term borrowings, from any one or more banks, companies, bodies corporate or financial institutions or any other lending institutions from time to time, in one or more tranches, in such a manner that money to be borrowed together with the moneys already borrowed by the Company pursuant to any resolution, shall not exceed INR 30,000 Mn (Rupees Thirty Thousand Million only) at any point of time.

Resolved further that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Registered Office:

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

By order of the Board
For Nxtra Data Limited

Shivangni Bajjal
Company Secretary
Membership No. A60147

Place: New Delhi
Date: May 12, 2025



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 1 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on May 12, 2025 considered that the special business under Item No. 1, being considered unavoidable, be transacted at the proposed EGM of the Company.
2. General instructions for accessing, participating and voting in the EGM through VC/OAVM Facility:
 - a. Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the EGM 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 EGM 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 EGM. 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 EGM through VC/OAVM Facility and e-Voting during the EGM.
 - c. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - d. Members may join the EGM through VC/OAVM Facility through the BlueJeans link as provided separately. The link shall be kept open for the Members from 08:45 a.m. i.e. 15 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the EGM.
 - e. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - f. Voting shall be conducted by show of hands unless a demand for poll is made by members during the EGM. 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 shivangni.bajjal@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.
3. Other instructions:
 - a. 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 EGM and will also be available for inspection at the Registered office of the Company during the EGM.



- b. Electronic copy of all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be available for inspection upto the conclusion of EGM in the Investor Section of the website of the Company.
- c. Members having any question on any agenda item proposed in the notice of EGM are requested to send their queries at least five days prior to the date of EGM 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.
- d. 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.



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

ITEM No. 1

In terms of the provisions of section 180(1)(c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members in a general meeting through special resolution, borrow money, where the money to be borrowed, together with the money already borrowed by the company exceeds aggregate of its paid-up share capital, free reserves and securities premium.

Accordingly, in view of the financial requirements in future, the Board of directors in its meeting held on May 12, 2025, subject to the approval of shareholders, have accorded their consent to increase the borrowing limits of the Company from INR 16,000 million to INR 30,000 Million in such a manner that money to be borrowed together with the moneys already borrowed by the Company pursuant to any resolution, shall not exceed INR 30,000 Mn.

Your Directors recommend the above Special Resolution for your approval.

None of the Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 to the extent of their shareholding in the Company, if any.

The register of investments shall be available for inspection at the registered office address of the Company.

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

By order of the Board
For Nextra Data Limited

Shivangni Bajjal
Company Secretary
Membership No. A60147

Place: New Delhi
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