NOTICE

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") of the members of Nxtra Data Limited will be held on Thursday, July 02, 2026, at 05:00 PM through Video Conference and Other Audio Visual Means at shorter notice:

Special Business:

1. **Amendment to Articles of Association of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"Resolved that pursuant to sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Shareholders' Agreement dated March 30, 2026 executed amongst CA Cloud Investments (Investor 1A), CA Toma Investments (Investor 1B), Alpha Wave Ventures II LP (Investor 2), Bharti Airtel Limited (Promoter 1), Airtel Limited (Promoter 2) and the Company ("**SHA**"), and subject to any approvals or permissions as may be required from relevant authorities and such modifications as may be prescribed by such authorities, consent of the members be and is hereby accorded to amend the articles of association of the Company as detailed in the Explanatory Statement attached herewith.

Resolved further that for the purpose of giving effect to the above, the board of directors ("**Board**") be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps including without limitation, to file the prescribed forms, to delegate all or any of the powers herein conferred by the above resolution to any Director(s) or to any Committee of the Board or Company Secretary or any other Officer(s) of the Company to give effect to the aforesaid resolution."

2. **Appointment of Navroz Darius Udwadia as Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 152, other applicable provisions, if any, of the Companies Act, 2013 and any other rules made thereunder and applicable provisions, if any, or any other law applicable to the Company including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company (as amended), the Shareholders Agreement dated March 30, 2026 ("SHA") executed amongst CA Cloud Investments (Investor 1A), CA Toma Investments (Investor 1B), Alpha Waves Ventures II LP (Investor 2), Bharti Airtel Limited (Promoter 1), Airtel Limited (Promoter 2) and the Company, the Share Subscription Agreement dated March 30, 2026 executed between Investor 2 and the Company as amended from time to time and upon recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "**Board**") and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, Navroz Darius Udwadia(DIN: 08355220) who was appointed as an Additional Director of the Company and who has consented to be appointed as Director, be and is hereby appointed as Director with effect from July 02, 2026, liable to retire by rotation.

Resolved further that for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps including without limitation, to file the prescribed forms, to delegate all or any of the powers herein conferred by the above resolution to any Director(s) or to any Committee of the Board or Company Secretary or any other Officer(s) of the Company to give effect to the aforesaid resolution."

For Nxtra Data Limited

Sd/-
Shivangni Baijal
Company Secretary
Membership No: A60147
Address: Bharti Crescent, 1
Nelson Mandela Road, Vasant Kunj,
Phase - II, New Delhi – 110070

NOTES:

1. General instructions for accessing, participating and voting in the EGM through VC/OAVM Facility:

   a. Pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively; General Circular No. 02/2021 dated January 13, 2021; General Circular Nos. 19/2021 and 21/2021 dated December 8, 2021 and December 14, 2021, respectively; General Circular No. 02/2022 dated May 5, 2022; General Circular No. 10/2022 dated December 28, 2022; General Circular No. 09/2023 dated September 25, 2023; General Circular No. 09/2024 dated September 19, 2024; and General Circular No. 03/2025 dated September 22, 2025, 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 and Attendance Slip 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. In line with the MCA Circulars and the Act, the Notice of the EGM will be available on the website of the Company at https://www.nxtra.in.

   d. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company.

   e. All the members including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the EGM.

   f. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

   g. Members may join the EGM through VC/OAVM Facility through the Zoom link as provided separately. The link for joining the EGM shall open 15 minutes before the time scheduled for EGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the EGM.

   h. 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.

   i. 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 nxtra.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 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) Explanatory Statement stating all the material facts relating to item no. 1 and 2 is annexed hereto.

   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 EGM and will also be available for inspection at the Registered office of the Company during the EGM. Such documents shall also be available for electronic inspection during the aforesaid period. Members seeking to inspect the document(s) may send an email to the Company at nxtra.data@bharti.in.

b) Members having any question on agenda item proposed in the notice of EGM are requested to send their queries at the registered office address or to the email address of the Company Secretary to enable the Company to collect the relevant information.

c) 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.

d) 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 nxtra.data@bharti.in.

e) In case of any technical difficulties while accessing the meeting through video-conferencing, the concerned individual is requested to contact the below mentioned official:

   Name of Contact Person: Shivangni Baijal
   Contact No.: +91-11-46666100
   E-mail ID: nxtra.data@bharti.in

f) Corporate Members may appoint an authorized representative to participate in the meeting through video conferencing under Section 113 of the Act, provided that such representation must be forwarded to the Company on nxtra.data@bharti.in

g) The EGM is being convened at a shorter notice hence members are requested to sign the enclosed consent for shorter notice to attend the Extra-Ordinary General Meeting.

Explanatory Statement

As required by Section 102 of the Act, the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 1:

As per provisions of the Shareholders' Agreement dated March 30, 2026 executed amongst CA Cloud Investments (Investor 1A), CA Toma Investments (Investor 1B), Alpha Wave Ventures II LP (Investor 2), Bharti Airtel Limited (Promoter 1), Airtel Limited (Promoter 2) and the Company ("**SHA**"), the Company is required to amend and restate the provisions of the existing articles of association of the Company by including the provisions of the SHA.

Pursuant to provisions of Section 14 of the Companies Act, 2013 (Act), the Company is required to take the approval of shareholders of the Company, by way of special resolution, to amend the articles of association.

The Board of Directors of the Company on July 02, 2026, subject to approval of shareholders, approved amendment and restatement of the articles of association to align with the SHA.

The amended and restated version of the Articles of Association is enclosed herewith as **Annexure A**. The amended and restated Articles of Association of the Company and other documents are also available for inspection of members at the registered office of the Company, on all days (except for Saturday and Sunday) during normal business hours between from 9:00 a.m. to 6:00 p.m. and during the Extra-Ordinary General Meeting.

The Board recommends to members the resolution stated in Item No. 1 for its approval as Special Resolution.

None of the Directors and key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, at Item No. 1 of the Notice.

Item No. 2:

As per provisions of the Shareholders Agreement dated March 30, 2026 ("SHA") executed amongst CA Cloud Investments (Investor 1A), CA Toma Investments (Investor 1B), Alpha Wave Ventures II LP (Investor 2), Bharti Airtel Limited (Promoter 1), Airtel Limited (Promoter 2) and the Company, the Share Subscription Agreement dated March 30, 2026 executed between Investor 2 and the Company as amended from time to time, each Investor is entitled to nominate representatives on the Board in the manner set out below:

a) Subject to such Investor holding at least 20% (twenty percent) of the Fully Diluted Share Capital, such Investor shall be entitled to nominate 2 (two) directors on the Board; and

b) Subject to such Investor holding at least the Relevant Threshold but less than 20% (twenty percent) of the Fully Diluted Share Capital, such Investor shall be entitled to nominate 1 (one) director on the Board.

As Investor 2 holds 2,718,137 equity shares (15.75% of paid-up equity share capital) in the Company, it has right to nominate 1 (one) director on the Board of the Company in line with the

SHA.

In this regard, the Company has received nomination from Investor 2 to appoint Navroz Darius Udwadia (DIN: 08355220) as director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), after careful consideration of skills, experience and expertise and subject to the approval of shareholders, appointed Navroz Darius Udwadia (DIN: 08355220) as an Additional Director w.e.f. July 02, 2026, liable to retire by rotation.

The Board recommends to members the resolution stated in Item No. 2 for its approval as Ordinary Resolution.

Relevant documents pertaining to the appointment Navroz Darius Udwadia, are available for inspection of members at the registered office of the Company, on all days (except for Saturday and Sunday) during normal business hours between from 9:00 a.m. to 6:00 p.m. and during the Extra-Ordinary General Meeting.

None of the Directors and key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, at Item No. 2 of the Notice.

The disclosure required as per Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided below:

Name	Navroz Darius Udwadia
DIN	08355220
Age	52
Date of first appointment at the Board	July 02, 2026
Experience and qualification (including nature of expertise in specific functional areas)/ Brief resume	Navroz D. Udwadia is a Co-Founder and Partner of Alpha Wave. Prior to Alpha Wave, Mr. Navroz was an investment professional in Eton Park's Emerging Markets team in London (2005-2011). He previously worked at Eton Park, JP Morgan (private equity) and Goldman Sachs, where he was an investment banker in the Financial Institutions Group and worked on the firm's internal strategy team. Navroz graduated from Columbia University (BA, English) and subsequently completed a Law Degree (MA, Law) at Oxford University, which he attended as a Rhodes Scholar from India.
Terms and Conditions of appointment	NA
Remuneration last paid	NIL
Remuneration sought to be paid	NIL
Directorships are held in other companies including body corporates.	Advanta Mauritius Limited Bright Capital, Inc.

	Dtwelve Spaces Private Limited I-Ven Realty Limited JM Financial Limited Mogli Labs Private Limited Mswipe Technologies Private Limited OFB Tech Limited Sunshine Teahouse Private Limited
Memberships/Chairmanships of committees of other companies	**Name of the Company**: JM Financial Limited **Name of the Committees**: Risk Management and ESG Committee **Name of the Company**: OFB Tech Limited **Name of the Committees**: Investment Committee
Number of shares held in the Company	NIL
Number of Meetings of the Board of Directors attended during FY 2026-27	NA
Relationship with other Directors, Manager or Key Managerial Personnel, if any	NIL

For Nxtra Data Limited

Sd/-
Shivangni Baijal
Company Secretary
Membership No: A60147
Address: Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi – 110070