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 Friday, June 05, 2026 at 03:00 P.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 179, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, and in supersession to earlier resolutions passed in this regard, 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 the outstanding borrowings by the Company pursuant to any resolution, shall not exceed INR 55,000 Mn (Rupees Fifty Five Thousand Million only) at any point in 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."

2. **Appointment of Soumen Ray (DIN: 09484511) as Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **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, Soumen Ray (DIN: 09484511), 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. May 12, 2026, 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."

3. **Appointment of Soumen Ray (DIN: 09484511) as Executive Chairman**

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

"Resolved that pursuant to the provisions of Section 196, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or enactment thereof, for the time being in force), the Articles of Association of the Company, and subject to such other approval(s) as may be required, approval of the members of the Company be and is hereby accorded w.r.t the regularisation of Soumen Ray (DIN: 09484511), who was appointed as additional director in the Board meeting held on May 11, 2026, as an Executive Chairman (in capacity of Whole time director) of the Company for a term of 5 (five) years w.e.f. May 30, 2026 to May 29, 2031.

Resolved further that the remuneration payable to Soumen Ray shall be determined and subsequently approved by the Board, based on the recommendation of the Nomination and Remuneration Committee, from time to time.

Resolved further that the Board be and is hereby authorized to vary, alter and modify the terms and conditions of appointment of Soumen Ray 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."

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

Sd/-
Shivangni Baijal
Company Secretary
Membership No. A60147

Place: New Delhi
Date: May 29, 2026

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 29, 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 and Circular Nos, 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 02:45 p.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.baijal@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.

a. 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.

b. 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.

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.

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, the Board of directors in its meeting held on May 29, 2026, subject to the approval of shareholders have accorded their consent to increase the borrowing limits of the Company from INR 45,000 Mn to INR 55,000 Mn 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 55,000 Mn.

ITEM No. 2 & 3

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Soumen Ray as an additional director on the Board of the Company w.e.f. May 12, 2026. In terms of section 152 read with rules made thereunder, He holds office up to the date of the ensuing Annual General Meeting.

Soumen Ray 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. Further, the Board of Directors of the Company, at its meeting held on May 29, 2026, upon the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members, approved the appointment of Soumen Ray (DIN 09484511) as Executive Chairman (in capacity of Whole-time director) of the Company for a term of 5 years w.e.f. May 30, 2026 to May 29, 2031.

The proposed appointment is pursuant to the provisions of Sections 196, 198 and 203 and other applicable provisions of the Companies Act, 2013. The remuneration payable to Soumen Ray shall be determined by the Board from time to time, based on the recommendation of the Nomination and Remuneration Committee and in compliance with the applicable provisions of the Companies Act, 2013.

The Board is of the opinion that the appointment of Soumen Ray as Executive Chairman (in the capacity of Whole-time Director) is in the best interests of the Company. Further, considering the group-level leadership transition, the Company's growing scale, and Soumen Ray's active involvement in overseeing Nxtra's key business projects and strategic initiatives, the Board believes that his appointment will provide continued leadership and strategic direction to the Company.

Relevant resolutions passed by the Board and Committee 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.

Your Directors recommend the above Ordinary 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. 2 & 3 to the extent of their shareholding in the Company, if any.

Relevant details of Soumen Ray 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

By order of the Board
For Nxtra Data Limited

Sd/-
Shivangni Baijal
Company Secretary
Membership No. A60147

Place: New Delhi
Date: May 29, 2026

Information of Director to be appointed at the forthcoming EGM (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice)

Name of the Director	Soumen Ray
Directors Identification Number (DIN)	09484511
Date of Birth (Age in years)	13/07/1973 (52 years)
Original date of appointment	May 12, 2026
Qualifications	i) Chartered Accountant from the Institute of Chartered Accountants in India – 1998; and ii) Bachelor of Commerce from Calcutta University, Kolkata, India – 1995.
Experience and expertise in specific functional area	He is an accomplished and seasoned leader with more than 2 decades of experience in financial planning, managerial accounting, factory commercial, and corporate sectors. He has experience of devising medium and long-term strategic plans along with key drivers of growth and expansion.
Shareholding in the Company	Nil
Remuneration last drawn	Nil
No. of Board meetings attended during the year (25-26)	NA
Terms and conditions of appointment / re-appointment and remuneration	Terms and conditions as per the Board Resolution pertaining to the appointment of Directors.
Relationship with other Directors or KMPs	NA
Directorships held in other companies in India	i) Nxtra Vizag Limited ii) Indus Towers Limited iii) Xtelify Limited iv) Beetel Teletech Limited v) Bharti Telemedia Limited vi) Bharti Airtel Services Limited

	vii) Bharti Hexacom Limited viii) Airtel Money Limited ix) Airtel Limited
Membership / Chairmanship of committees in public limited companies in India	**Bharti Hexacom Limited:** Audit Committee – Member Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee – Chairman **Bharti Telemedia Limited:** Corporate Social Responsibility Committee – Chairman **Bharti Airtel Services Limited:** Corporate Social Responsibility Committee – Member **Beetel Teletech Limited:** Nomination & Remuneration Committee – Member Stakeholder Relationship Committee – Chairman **Xtelify Limited:** Corporate Social Responsibility Committee – Member **Bharti Airtel Limited:** Risk Management Committee – Member **Airtel Money Limited:** Audit Committee – Member **Indus Towers Limited:** Audit Committee – Member Risk Management Committee – Member

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	Nxtra Data Limited: Audit Committee – Chairman Committee of Directors – Chairman