

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 Wednesday, August 25, 2021 at 01:15 p.m. through video conferencing to transact the following business:

SPECIAL BUSINESS:

1. Issuance of Compulsory Convertible Preference Shares

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

"Resolved That pursuant to the provisions of Sections 42, 55, 62 and all other applicable provisions, of the Companies Act, 2013 and the Rules framed thereunder, including any amendments, statutory modification(s) and/ or re-enactment thereof, the provisions of the Foreign Exchange Management Act, 1999 and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, and pursuant to the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable consents and approvals of any other regulatory/statutory authorities, as required, and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the board of directors to offer, issue and allot upto 40,00,000 (Forty Lacs only) Non-Cumulative 0.0001% Compulsorily Convertible Preference Shares ("CCPS") having face value of INR 1,000/- (Indian Rupees One Thousand only) each at par, aggregating upto INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crores only), on preferential / private placement basis to CA Cloud Investments (formerly, Comfort Investments II), Apex Fund and Corporate Services (Mauritius Limited), Lot 15 A3, 1st floor, Cybercity, Ebene 72201, Mauritius, that may be permitted to invest in such instruments through an offer letter, in the sole discretion of the Board in such manner and on terms and conditions as may be deemed appropriate.

Resolved further that each CCPS shall be governed by the terms and conditions as detailed in the explanatory statement to this resolution.

Resolved further that the equity shares to be issued on conversion of the CCPS shall rank pari-passu in all respects with the existing equity shares of the Company.

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 issuance and allotment of any unsubscribed portion of CCPS and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, offer document, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the preferential Issue of the equity and CCPS without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution."

2. Approval for the Nxtra Employee Stock Option Plan 2021

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

"Resolved that pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (the "Act"), the SEBI (Share Based Employee Benefits) Regulations, 2021 ('ESOP Guidelines') and other applicable regulations/guidelines as prescribed by any regulatory authority including Reserve Bank of India (RBI) (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), and subject to such permissions and approvals, as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such permissions and approvals, which the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee of the Company constituted by the Board to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other committee which may be authorized by the Board in this regard), are hereby authorized to accept on behalf of the Company and subject to such other conditions and modifications as may be imposed on or considered necessary by the Board, consent of the shareholders is hereby accorded to the adoption and implementation of 'Employee Stock Option Scheme 2021 (ESOP Scheme 2021)' for the benefit of present and future permanent employees and director(s) of the Company and/or its holding company, as per the salient features, terms and conditions mentioned in the explanatory statement to this item in the Notice.

Resolved further that the Board be and is hereby authorised to grant, create, issue and offer and allot to the present and future permanent employees and directors (excluding independent directors) of the Company, in one or more tranches, 1,81,669 (one lakh eighty one thousand six hundred sixty nine) stock options under the ESOP Scheme 2021 at such price and on such terms and conditions as may be fixed or determined by the Board in its absolute discretion in accordance with the ESOP Guidelines or other applicable provisions of any law as may be prevailing at that time and to issue, offer and allot equity shares on exercise of such equity stock options not exceeding in aggregate 1,81,669 equity shares of Face value of Rs 10/- each (including any equity shares to be issued to employees and directors of the holding company) or such adjusted numbers of such face value, as may be decided by the Board and as may result due to any corporate action or change in the capital structure of the Company as detailed in the ESOP Scheme 2021.

Resolved further that ESOP Scheme 2021 may be administered, implemented directly or through trust as may be setup or designated for this purpose ("ESOP Trust") and it may also envisage providing of any financial assistance to the trust, subject to the applicable law, to enable the trust to acquire, purchase, and subscribe to the shares of the Company.

Resolved further that the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company.

Resolved further that for the purpose of giving effect to the above resolution, the Board is hereby authorised to do all such acts, deeds and things as may be incidental to or ancillary in this regard including:

- (i) administer, implement and superintend the ESOP Scheme 2021
- (ii) determine the pricing, terms and conditions of grant, issue, re-issue, cancel and withdraw stock options from time to time;
- (iii) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan or trust for the purpose of grant of stock options to the employees and to

- make any modifications, changes, variations, alterations or revisions in such sub scheme or plan or trust deed from time to time;
- (iv) do all such acts, deeds, things and matters as may be considered necessary, incidental or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorised representative of the Company; and
- (v) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

Resolved further that the Directors of Company is hereby authorised to allot equity shares on exercise of options as per the ESOP Scheme 2021 and to do all such acts, deeds and things as may be necessary or incidental for allotment of shares as per the ESOP Scheme 2021 and the applicable laws from time to time."

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 Bajaj
Company Secretary
Membership No. A60147

Place: New Delhi
Date: August 25, 2021

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 Nos. 1 to 2 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on August 25, 2021 considered that the special business under Item Nos. 1 to 2, 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. In view of the outbreak of the COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, 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 01:00 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.

- 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 financial statements or 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.

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

Item No. 1:

It is proposed to raise funds upto INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crores only) by way of issuance of Compulsory Convertible Preference Shares ("CCPS") to CA Cloud Investments (formerly, Comfort Investments II), Apex Fund and Corporate Services (Mauritius Limited), Lot 15 A3, 1st floor, Cybercity, Ebene 72201, Mauritius ("Investor") in accordance with the investment agreement dated July 1, 2020 ("Investment Agreement") executed between CA Cloud Investments (formerly, Comfort Investments II) (i.e. the Investor), Nxtra Data Limited and Bharti Airtel Limited. The Board of Directors at its meeting held on August 25, 2021, have approved the offer to raise funds upto INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crores only) by way of issuance of CCPS, in one or more tranche(s), on preferential / private placement basis to the Investor.

Sections 42, 55 and 62 of the Act read with rules framed there under, inter alia, requires the Company to obtain the prior approval of the members, by way of a special resolution for issuance of the CCPS. Accordingly, the approval of the Members is being sought, by way of a special resolution, for the Company to offer and issue CCPS to the Investor, i.e. the proposed allottee.

The information as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 is as under:

S. No.	Particulars	Remarks
a)	Date of passing of Board resolution	August 25, 2021
b)	the objects of the issue	The funds raised through this issue shall be used by the Company for business expansion.
c)	the total number of shares or other securities to be issued	40,00,000 (Forty Lacs only) Non-Cumulative 0.0001% Compulsorily Convertible Preference Shares ("CCPS") having face value of INR 1000/- (Indian Rupees One Thousand only) each at par, aggregating upto INR 4,00,00,00,000/- (Indian Rupees Four Hundred Crores Only)
d)	the price or price band at/within which the allotment is proposed	CCPS at INR 1000 per share
e)	the manner of issue of shares	The CCPS are proposed to be issued on a preferential basis through circulation of private placement offer cum application letter in accordance with the provisions of Companies Act, 2013.
f)	basis on which the price has been arrived	<p>The issue price has been arrived basis the valuation report obtained from Akhil Bhalla, Registered Valuer, having their address at B-17, Maharani Bagh, New Delhi-110065 dated August 24, 2021 enclosed as Annexure 2.</p> <p>[Basis of price: Being a growing company, value of the Company lies in future earnings and future positive cash generation capacities. Therefore,</p>

Corporate Office: Nxtra Data Ltd., Plot No. 16, Udyog Vihar, Phase – IV, Gurugram – 122016, Haryana, India

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

CIN: U72200DL2013PLC254747 | **Toll-free Helpline:** 1800-102-6161

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		the present case, the valuers have considered the DCF Method for the valuation.] ¹
g)	The price of conversion is being determined upfront or would be determined at the time when the holder of convertible security becomes entitled to apply for shares	The conversion price for CCPS shall be determined at the time of conversion in accordance with the terms of the Investment Agreement.
h)	Relevant date with reference to which the price has been arrived at	The relevant date for arriving the price is March 31, 2021 as per the valuation report dated August 24, 2021.
i)	the class or classes of persons to whom the allotment is proposed to be made	The allotment for CCPS is proposed to be made to CA Cloud Investments (<i>formerly</i> , Comfort Investments II), a foreign company having its registered office at Apex Fund and Corporate Services (Mauritius Limited), Lot 15 A3, 1 st floor, Cybercity, Ebene 72201, Mauritius.
j)	intention of promoters, directors or key managerial personnel to subscribe to the offer	The CCPS are proposed to be offered to a foreign company and the promoters, directors or key managerial personnel of the Company do not intend to subscribe to this offer.
k)	Proposed time within which the allotment shall be completed	Within 15 days from the date of receipt of share application money for subscription or such other time as per the terms of the Investment Agreement dated July 1, 2020 entered into between CA Cloud Investments (<i>formerly</i> , Comfort Investments II), Nxtra Data Limited and Bharti Airtel Limited, subject to compliance of applicable laws.
l)	The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	The name of the proposed allottee is CA Cloud Investments (<i>formerly</i> , Comfort Investments II). The percentage of post preferential offer capital that may be held by them is provided in the post issuance shareholding table as incorporated herein below.
m)	Change of control, if any, in the company that would occur consequent to the preferential allotment	Pursuant to the private placement, no change of control is envisaged, and CA Cloud Investments (<i>formerly</i> , Comfort Investments II) would acquire rights as detailed in the Investment Agreement
n)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The CCPS shall be compulsorily convertible into equity shares. Refer Annexure 1 to the Explanatory Statement for detailed terms and conditions
o)	the manner and modes of redemption	Not applicable
p)	The number of persons to whom allotment on preferential basis have already been made during the year, in	Nil

	terms of number of securities as well as price	
q)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
r)	the expected dilution in equity share capital upon conversion of preference shares	The holding of existing equity shareholders would get diluted to the extent the equity shares are issued to CA Cloud Investments upon conversion of CCPS.
s)	Principle terms of assets charge on securities	Not Applicable
t)	Pre and post issue shareholding pattern of the Company	As given herein below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Equity Shares held	% of equity Shareholding	No. of Equity shares held	% of equity shareholding
A	Promoters' holding :				
	Bodies Corporate*	90,17,867	99.9999%	90,17,867	99.9999%
	Sub-Total	90,17,867	99.9999%	90,17,867	99.9999%
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	90,17,867	100%	90,17,867	100%
B	Non-Promoters' holding :				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution :	-	-	-	-
	Bodies Corporate 1 CA Cloud Investments (formerly, Comfort Investments II)	10	0.0001%	10	0.0001%
	Bodies Corporate 2				
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	GRAND TOTAL	90,17,867	100%	90,17,867	100%
Sr. No.	Category	Pre Issue		Post Issue	
		No. of Preference Shares held	% of Preference Shareholding	No. of Preference shares held	% of Preference shareholding
A	Promoters' holding :	-	-	-	-

	Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	-	-	-	-
B	Non-Promoters' holding :				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution :	-	-	-	-
	Bodies Corporate 1 (CA Cloud Investments (formerly, Comfort Investments II)	70,00,000	100%	1,10,00,000	100%
	Bodies Corporate 2	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	70,00,000	100%	1,10,00,000	100%
	GRAND TOTAL	70,00,000	100%	1,10,00,000	100%

*Includes equity shares held by Nominees of Promoter Company

None of the directors or key managerial personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s).

The Board recommends the issuance of CCPS as set out in Item No. 1 of the accompanying notice to be passed as special resolution by the members.

Note: The terms of conversion of CCPS shall be in accordance with Annexure 1 below which shall be read along with **Schedule XIII** of the Investment Agreement dated July 01, 2020 entered into between the CA Cloud Investments (formerly, Comfort Investments II), the Company and Bharti Airtel Limited (as amended from time to time).

Item no. 2

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in an increasingly competitive environment.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Company, has approved the 'Nxtra Data Limited - Employees Stock Option Scheme 2021' (ESOP Scheme 2021) in its meeting on August

25, 2021 for the purposes of granting options to the permanent employees, directors of the Company and its holding company, as applicable.

The Resolution contained at Item No. 2 seek to obtain the members' approval to authorise the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee constituted by the Board and designated as "ESOP Compensation Committee" to exercise its powers in relation hereto, including the powers conferred by this Resolution and/or such other committee which may be authorized by the Board in this regard) to create, issue, offer and allot equity shares, from time to time, to employees, directors of the Company and its holding company under this Scheme.

The salient features of the ESOP Scheme 2021 are as under: -

1. Total number of Stock Options to be granted

- i) A total of 1,81,669 stock options would be available for grant to the eligible employees in terms of the ESOP Scheme 2021.
- ii) Number of options shall be adjusted by the Board in its absolute discretion, due to any change in the capital structure of the Company as a result of re-classification of shares, splitting up of the face value of shares, sub-division of shares, issue of Bonus shares, conversion of shares into other shares or securities of the Company and any other change in the rights or obligations in respect of shares from time to time to the employees of the Company and its holding or subsidiaries whether in India or abroad, under the Scheme. However, any such adjustments due to change in capital structure shall not be prejudicial to the interest of the Employees
- iii) Each option when exercised after vesting would give the option holder a right to get one fully paid up equity share of the Company.
- iv) The options, which will lapse, expire or be forfeited, will be available for further grant to the eligible employees.

2. Classes of employees entitled to participate in the ESOP Scheme 2021

(a) New Hire:

Selected new hires of Nxtra Data Limited or Bharti Airtel Limited as determined by Nomination & Remuneration Committee on the recommendation of management.

(b) Existing employees:

DGM Level and above permanent employee/s of Nxtra Data Limited or Bharti Airtel Limited, as on the Grant Date.

He/she has been rated as 1, 2, 3 (Eligible Rating) in the latest appraisal prior to the Grant Date. Employees who are rated as 4 or 5 in the latest appraisal will not be eligible for grant of Options but will become eligible for the same when such employee obtains eligible performance rating in the next appraisal cycle (hereinafter referred to as Eligible Employee).

3. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination & Remuneration Committee and will be based on, designation, period of service, band, performance

linked parameters such as work performance and such other criteria as may be determined by the Nomination & Remuneration Committee at its sole discretion, from time to time.

4. Requirements of Vesting, period of Vesting and the maximum period within which the options shall be vested

The vesting of an option granted would be subject to applicable ESOP regulations and the terms and conditions as may be stipulated by the Nomination & Remuneration Committee from time to time including but not limited to satisfactory performance of the employees, their continued employment with the Company, and its holding, subsidiary or associate company, as applicable.

The vesting period shall commence any time after the expiry of one (1) year from the date of the grant of the options to the employee and could extend up to five (5) years from the date of the grant of the options. The options could vest in tranches. The number of stock options and terms of the same made available to employees could vary at the discretion of the Nomination & Remuneration Committee.

5. Exercise Price or pricing formula

The exercise price and/or the pricing formula shall be decided by the Nomination & Remuneration Committee from time to time and it shall not be more than the fair market value of the equity shares of the Company. However, it shall not, in any case, be less than the par value of the equity shares of the company. Employee shall bear all tax liability in relation to grant of options.

6. Exercise Period and process of exercise

The employee can exercise stock options at any time after the vesting date in terms of the ESOP Scheme 2021, either in full or in tranches, by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Nomination & Remuneration Committee, from time to time.

7. Maximum number of options to be granted per employee

Maximum number of options to be granted to an eligible employee will be determined by the Nomination & Remuneration Committee on case to case basis.

8. Method to Value Options

The Company shall comply with the accounting policies prescribed under the ESOP Regulations and other applicable laws from time to time.

9. The conditions under which option vested in employees may lapse

In the event the employee services are terminated prior to vesting, the unvested options shall lapse on the date of separation of the employee. Even after the Options are vested, the unexercised Options may be forfeited at the discretion of the Nomination and Remuneration Committee if the employee is terminated for misconduct.

If any Options granted to the employee are pledged, hypothecated, mortgaged or otherwise alienated in any manner by the employee, it will amount to lapse of all Options, whether Vested in the Optionee or otherwise.

10. Specified period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of the employee

In the event the employee's services are discontinued on account of resignation or termination, all the vested options as on date of separation that are not exercised can be exercised by the employee within such period as may be prescribed by the Nomination & Remuneration Committee. Options not exercised by the employee within such period will lapse in the hand of employee.

11. Disclosure and Accounting Policies

The Company shall comply with the disclosure and accounting policies prescribed by the ESOP regulations from time to time.

In terms of the provisions of the Section 62 of Companies Act, 2013 and any rules thereunder and ESOP regulations or any other applicable provisions, ESOP Scheme 2021 is required to be approved by the members by passing of special resolution.

ESOP regulations also require separate approval of members by way of special resolution to grant stock options to the employees and directors of the holding company. Accordingly, a separate resolution under item no. 2 is proposed to extend the benefits of ESOP Scheme 2021 to the employees and directors of holding company as may be decided by the Nomination & Remuneration Committee from time to time under applicable Laws.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under ESOP Scheme 2021.

The Board recommends passing of the resolution as set out under Item No. 2 for approval of the members as Special resolution(s).

A copy of the proposed ESOP Scheme 2021, memorandum and articles of association, 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 at the Registered Office of the Company during the business hours on all working days up to the date of this Extraordinary General Meeting.

Regd Office:

Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase - II,
New Delhi South Delhi DL 110070



For Nxtara Data Limited



Shivangni Bajaj

Company Secretary

Membership No: A60147

Address: Bharti Crescent, 1

Nelson Mandela Road, Vasant Kunj,

Phase – II, New Delhi- 110070

Place: New Delhi

Date: August 25, 2021

Annexure 1

Each CCPS shall be governed by the following terms and conditions which shall be read along with provisions of the investment agreement dated July 1, 2020 executed between Comfort Investments II (now CA Cloud Investments), Bharti Airtel Limited and the Company ("**Investment Agreement**") including **SCHEDULE XIII** (*Terms of CCPS*) thereunder.

1. Nature

Each CCPS shall be compulsorily, fully and mandatorily convertible into Equity Shares in the manner provided herein. The CCPS shall constitute a single class of Shares and shall rank *pari passu* with each other and be non-cumulative.

2. Dividend

The CCPS shall carry a dividend of 0.0001%, on non-cumulative basis, calculated on the face value of each such CCPS, which dividend shall be due and payable only if and as and when dividend is declared by the Company. In case the Company declares a dividend on the equity shares, the CCPS shall be entitled to receive pro-rata dividends computed as if the conversion of CCPS had occurred at the Base Equity Value

3. Conversion

- 3.1. All outstanding CCPS shall be mandatorily and compulsorily convertible into fully paid Equity Shares on the Conversion Date and in the manner set out in the **SCHEDULE XIII** of the Investment Agreement. The Equity Shares issued on conversion shall rank for all dividends declared and paid on the Equity Shares on or after the Conversion Date and in all other respects rank *pari passu* with the existing Equity Shares.
- 3.2. Notwithstanding anything contained in the Investment Agreement, and subject to compliance with applicable Law, on liquidation, dissolution or winding up of the Company, either voluntary or involuntary (other than for the purpose of reconstruction, amalgamation or similar corporate action) on or prior to the Conversion Date, each CCPS shall mandatorily and automatically be converted in accordance with Paragraph 3 of the **SCHEDULE XIII** of the Investment Agreement and the provisions of the **SCHEDULE XIII** of the Investment Agreement shall apply as if the date of the liquidation event is the Conversion Date.
- 3.3. The CCPS shall not be convertible other than as expressly specified in the **SCHEDULE XIII** of the Investment Agreement.

4. Transferability

The CCPS may be transferred in the manner permitted under the Investment Agreement and any transferee, following a transfer made in a manner permitted under the Investment Agreement, and subject at all times to Clause 11.3.2 and 11.5.3 of the Investment Agreement, shall have the rights of the Investor in respect of the CCPS so transferred.

5. No fractional shares

No fractional Equity Share shall be issued upon the conversion of any CCPS, and the number of Equity Shares to be issued shall be rounded to the next whole Equity Share. Whether or not fractional Equity Shares are issuable upon such conversion shall be determined on the basis of the total number of CCPS representing the Investment Amount (or proportion thereof) received till date, to be converted at the time and the number of Equity Shares issuable upon such aggregate conversion.

6. Ranking

The CCPS shall rank in priority to all other Shares.

7. Voting Rights

The holders of the CCPS shall have the right to receive notice of and vote on every resolution which holders of Equity Shares are eligible to vote on in accordance with the provisions of the Investment Agreement and the Articles and as permitted under the Act (the "**Shareholder Matters**"). Each CCPS shall entitle the holder to the number of votes equal to the number of whole equity shares computed as if the conversion of CCPS which are in issue at such time had occurred in accordance with **SCHEDULE XIII** of the Investment Agreement, at the time that notice of such Shareholder Matters are given to the holders of equity shares of the Company.

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U72200DL2013PLC254747
 Name of the Company : Nxtra Data Limited
 Registered office : Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi South Delhi DL 110070

Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No / Client ID :
 DP ID :
 I/We, being the member (s) of share(s) of the above named Company, hereby appoint
 Name :
 Address :
 E-mail Id :
 Signature : , or failing him

Name :
 Address :
 E-mail Id :
 Signature : , or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, August 25, 2021 at 01:15 p.m. through video conferencing and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Special Business			
1.	Issuance of Compulsory Convertible Preference Shares		
2.	Approval for the Nxtra Employee Stock Option Plan 2021		

Signed this day of 2021

Signature of Shareholder

Signature of Proxy holder(s)

Affix the
revenue
stamp of
Re 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.