nxtra by airtel

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") of the members of Nxtra Data Limited will be held on Wednesday, June 24, 2026, at 2:30 PM through Video Conference and Other Audio Visual Means at shorter notice:

Special Business:

1. **Approval of the Draft Letter of Offer and grant of approval for the preferential allotment of equity shares.**

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

"Resolved that pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any amendments, statutory modification(s) and/ or re-enactment thereof, 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, the separate Share Subscription Agreement(s) each dated March 30, 2026, entered into between the Company and below mentioned persons ("**Identified Persons**") 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, 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 offer, issue and allot upto 5,389,410 (Five Million Three Hundred Eighty Nine Thousand Four Hundred Ten) equity shares having face value of INR 10/- (Indian Rupees ten only) each at a premium of INR 15,232.45/- (Indian Rupees Fifteen Thousand Two Hundred Thirty Two and Paisa Forty Five only), aggregating upto INR 82,147,812,455/- (Indian Rupees Eighty Two Billion One Hundred Forty Seven Million Eight Hundred Twelve Thousand Four Hundred and Fifty Five Only), on preferential / private placement basis to the following Identified Persons as follows:

Name	Principle/Registered Office Address	No. of equity shares	Value (INR)
CA Toma Investments *(Company established under the laws of Mauritius, with registration number C214366).*	6th Floor, Two Tribeca, Tribeca Central, Trianon 72261, Mauritius	749,831	11,429,261,526
Alpha Wave Ventures II, LP *(A limited liability partnership registered under the laws of Cayman Islands, bearing registration number 114145).*	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands	2,718,137	41,431,067,316
Anchorage Capital Scheme III *(A Scheme, an alternate investment fund registered with Securities and*	209-210, Arcadia Building, 195 Nariman Point, Mumbai - 400 021	109,350	1,666,761,908

Exchange Board of India)			
Airtel Limited *(A public company with corporate identity number U64200HR2021PLC093754 and incorporated in India under the provisions of the Companies Act, 2013)*	Airtel Centre, Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana, India, 122015	1,812,092	27,620,721,705
Total		**5,389,410**	**82,147,812,455**

Resolved further that the equity shares to be issued ("**Equity Shares**") shall rank pari-passu in all respects with the existing equity shares of the Company.

Resolved further that the draft private placement letter of offer cum application letter in PAS-4 ("**Letter of Offer**") as recorded in accordance with the Companies (Prospectus and Allotment of Securities Rules), 2014, along with other documents, duly initialed by the chairman for the purpose of identification, be and is hereby approved and the same be issued to the Identified Persons to subscribe to the Equity Shares.

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 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, to make all necessary filings as required under the provisions of Companies Act, 2013, the Foreign Exchange Management Act, 1999, or any other applicable laws, as may be required, 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 shares 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.

Resolved further that the copies of the foregoing resolutions, certified to be true by any director of the Company or Company Secretary, may be furnished to any person(s) as may be required."

For Nxtra Data Limited

Shivangni Baijal

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 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: Shivangini 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:

Nxtra Data Limited is the first data center company in India to deploy AI at scale for predictive maintenance, energy efficiency, and automated operations. It plans to extensively scale its infrastructure and broaden its portfolio of services, catering to the evolving needs of enterprises, hyperscalers, and government organisations across the country.

In this regard, it is proposed to raise funds upto INR 82,147,812,455/- (Indian Rupees Eighty Two Billion One Hundred Forty Seven Million Eight Hundred Twelve Thousand Four Hundred and Fifty Five Only) by way of issuance of equity shares to the following:

Name	Principle/Registered Office Address	No. of equity shares	Value (INR)
CA Toma Investments *(Company established under the laws of Mauritius, with registration number C214366).*	6th Floor, Two Tribeca, Tribeca Central, Trianon 72261, Mauritius	749,831	11,429,261,526
Alpha Wave Ventures II, LP *(A limited liability partnership registered under the laws of Cayman Islands, bearing registration number 114145).*	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands	2,718,137	41,431,067,316
Anchorage Capital Scheme III *(A Scheme, an alternate investment fund registered with Securities and Exchange Board of India)*	209-210, Arcadia Building, 195 Nariman Point, Mumbai - 400 021	109,350	1,666,761,908
Airtel Limited *(A public company with corporate identity number U64200HR2021PLC093754 and incorporated in India under the provisions of the Companies Act, 2013)*	Airtel Centre, Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana, India, 122015	1,812,092	27,620,721,705
Total		**5,389,410**	**82,147,812,455**

In accordance with the separate Share Subscription Agreement(s) each dated March 30, 2026 between the Company and aforesaid persons as amended from time to time, the board of directors ("**Board**") at its meeting held on June 24**,** 2026, have approved the offer to raise funds upto INR 82,147,812,455/- (Indian Rupees Eighty Two Billion One Hundred Forty Seven Million Eight Hundred Twelve Thousand Four Hundred and Fifty Five Only) by way of issuance of equity shares ("**Equity Shares**"), in one or more tranche(s), on preferential / private placement basis to the proposed allottees stated in the table above.

Sections 42 and 62 of the Companies Act, 2013 (“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 Equity Shares. Accordingly, the approval of the members is being sought, by way of a special resolution, for the Company to offer and issue Equity Shares to the proposed allottees stated in the table above.

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	June 24, 2026
b)	The objects of the issue	To extensively scale Company’s infrastructure and broaden its portfolio of services, catering to the evolving needs of enterprises, hyperscalers, and government organisations across the country
c)	The total number of shares or other securities to be issued	5,389,410 (Five Million Three Hundred Eighty Nine Thousand Four Hundred Ten) equity shares having face value of INR 10/- (Indian Rupees ten only) each at a premium of INR 15,232.45/- (Indian Rupees Fifteen Thousand Two Hundred Thirty Two and Paisa Forty Five only), aggregating upto INR 82,147,812,455/- (Indian Rupees Eighty Two Billion One Hundred Forty Seven Million Eight Hundred Twelve Thousand Four Hundred and Fifty Five Only)
d)	Amount which the company intends to raise by way of such securities	upto INR 82,147,812,455/- (Indian Rupees Eighty Two Billion One Hundred Forty Seven Million Eight Hundred Twelve Thousand Four Hundred and Fifty Five Only)
e)	The price or price band at/within which the allotment is proposed	Equity shares of face value of INR 10/- each at a premium of INR 15,232.45/- (Indian Rupees Fifteen Thousand Two Hundred Thirty Two and Paisa Forty Five only).
f)	The manner of issue of shares	The Equity shares 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.
g)	Material terms of raising such securities	As per the terms of separate subscription agreements dated March 30, 2026 entered into by the Company with each of the allottees as amended from time to time and the Shareholders Agreement dated March 30, 2026, entered into between 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 Nxtra Data Limited (Company) (“Shareholders’ Agreement”), subject

<table>
<tr><td></td><td></td><td>to compliance of applicable laws.</td></tr>
<tr><td>h)</td><td>Basis on which the price has been arrived; and name and address of the valuer who performed the valuation</td><td>The issue price has been arrived basis the valuation report obtained from KPMG Valuation Services LLP, enclosed as Annexure 1.

Basis of price: INR 14,968.60

The price has been determined per share basis and the valuation report of KPMG Valuation Services LLP, Registered Valuer. Given the outlook for the business of the Company.

Name of the valuer: Apurva Shah, Partner at KPMG Valuation Services LLP
(RV No.: IBBI/RV /05/2019/10673)
(Firm RV No.: IBBI/RV/E/06/2020/115)

Address of the valuer: Building No. 10, 8th Floor, Tower-C DLF Cyber City, Phase – II Gurugram - 122 002 (India)</td></tr>
<tr><td>i)</td><td>Relevant date with reference to which the price has been arrived at</td><td>The relevant date for arriving the price is April 30, 2026 as per the valuation report dated June 18, 2026.</td></tr>
<tr><td>j)</td><td>The class or classes of persons to whom the allotment is proposed to be made</td><td>The allotment for equity shares proposed to be made to:

<table>
<tr><th>Name</th><th>Category</th></tr>
<tr><td>Airtel Limited</td><td>Promoter / Holding Company</td></tr>
<tr><td>CA Toma Investments</td><td>A company established under the laws of Mauritius and an affiliate of CA Cloud Investments, an existing investor/shareholder of the Company</td></tr>
<tr><td>Alpha Wave Ventures II, LP</td><td>Foreign Institutional Investor - A limited liability partnership registered under the laws of Cayman Islands.
(New Investor)</td></tr>
<tr><td>Anchorage Capital Scheme III</td><td>AIF (New Investor)</td></tr>
</table></td></tr>
<tr><td>k)</td><td>Intention of promoters, directors or key managerial personnel to subscribe to the offer</td><td rowspan="2">Airtel Limited, Promoter of the Company, desires to subscribe to the Offer pursuant to the exercise of its pre-emptive rights under the Investment Agreement dated July 1, 2020. The directors or key managerial personnel of the Company do not intend to subscribe to this offer.</td></tr>
<tr><td>l)</td><td>contribution being made by the promoters or directors either as</td></tr>
</table>

	part of the offer or separately in furtherance of objects	Airtel Limited will contribute INR 27,620,721,705 (Indian Rupee Twenty Seven Billion Six Hundred Twenty Million Seven Hundred Twenty One Thousand Seven Hundred Five Only) to the total Offer.
m)	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 required as per the terms of separate subscription agreements dated March 30, 2026 entered into by the Company with each of the allottees as amended from time to time and the Shareholders Agreement dated March 30, 2026, entered into between 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 Nxtra Data Limited (Company) ("**Shareholders' Agreement**"), subject to compliance of applicable laws.
n)	The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	The names of the proposed allottees are: (i) Airtel Limited, Holding Company, (ii) CA Toma Investments; (iii) Anchorage Capital Scheme III and (iv) Alpha Wave Ventures II, LP. 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.
o)	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 allottees would acquire rights as detailed in the Shareholders' Agreement
p)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
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)	Principle terms of assets charged as securities	Not Applicable

s)	Pre and post issue shareholding pattern of the Company	As given 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*	90,17,857	75.9569%	10,829,949	62.7396%
	Sub-Total	90,17,857	75.9569%	10,829,949	62.7396%
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	**90,17,857**	**75.9569%**	**10,829,949**	**62.7396%**
B	**Non-Promoters' holding**:				
1.	Institutional Investor 1 **Alpha Wave Ventures II, LP**	-	-	2,718,137	15.7466%
	Institutional Investors 2 **Anchorage Capital Scheme III**	-	-	109,350	0.6335%
2	Non-Institution:	-	-		
	Bodies Corporate 1 **CA Cloud Investments (formerly, Comfort Investments II)**	28,54,471	24.0431%	2,854,471	16.5364%
	Bodies Corporate 2 **CA Toma Investments**	-	-	749,831	4.3439%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	**2,854,471**	**24.0431%**	**6,431,789**	**37.2604%**
	GRAND TOTAL	**11,872,328**	**100.0000%**	**17,261,738**	**100.0000%**

** Including 5 nominee shares in which beneficial interest is held by Airtel Limited* nxtra by airtel

*** The employee stock option pool of the Company consists of 181,669 options as of the date of this notice ("**ESOP Pool**"). Other than the ESOP Pool, as of the date of this notice there are no other shares, securities or instruments issued by the Company which are outstanding and convertible into, exercisable or exchangeable for Equity Shares (whether or not by their terms then currently convertible, exercisable or exchangeable).*

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 equity shares as set out in Item No. 1 of the accompanying notice to be passed as special resolution by the members.

For Nxtra Data Limited

Shivangni Baijal

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