

NOTICE

Notice is hereby given that the Eighth (8th) Annual General Meeting (AGM) of the members of Nxtra Data Limited, will be held on Monday, 27th day of September, 2021 at 03:30 p.m. through video conferencing to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that the audited financial statements of the Company including the balance sheet as at March 31, 2021, the Statement of Profit & Loss, the Cash Flow Statement for the year ended on that date, including the Board's Report and auditor's Report thereon be and are hereby received, considered and adopted."

2. Re-appointment of Badal Bagri (DIN 00367278) as Director liable to retire by rotation

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that Badal Bagri (DIN 00367278), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

Special Business:

3. Appointment of Harjeet Singh Kohli (DIN 07575784), as Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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, Harjeet Singh Kohli (DIN 07575784), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. December 02, 2020, and who holds office till the date of the AGM 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."

4. Appointment of Ajay Chitkara (DIN 08977367), as Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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, Ajay Chitkara (DIN 08977367),

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

Email: nxtra.marketing@nxtradata.com | **Website:** www.nxtradata.com

who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. December 02, 2020, and who holds office till the date of the AGM 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."

5. Appointment of Aruna Pidikiti (DIN 08976601), as Director

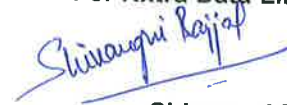
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"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, Aruna Pidikiti (DIN 08976601), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. December 02, 2020, and who holds office till the date of the AGM 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."

Registered Office:
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1, Nelson Mandela Road,
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New Delhi – 110070, India

Place: New Delhi
Date: June 03, 2021

By order of the Board
For Nxtra Data Limited



Shivangni Bajjal
Company Secretary
Membership No: A60147

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

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

Item No. 3, 4 and 5:

The Board of Directors had appointed Harjeet Singh Kohli, Ajay Chitkara and Aruna Pidikiti as additional directors on the board of the Company. In terms of section 152 read with rules made thereunder, they hold office upto the ensuing Annual General Meeting.

Harjeet Singh Kohli, Ajay Chitkara and Aruna Pidikiti are not disqualified for being appointed as directors in terms of the Section 164 of the Companies Act, 2013 and had given their consent to act as Directors of the Company.

Relevant resolutions passed at the Board 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.

Other than Harjeet Singh Kohli, Ajay Chitkara and Aruna Pidikiti, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested either financially or otherwise in the proposed resolution at item no. 3, 4 and 5 of the notice.

The Board of Directors are of the opinion that their vast knowledge, varied experience and continued association would be of great value to the Company and immense benefit to the Company.

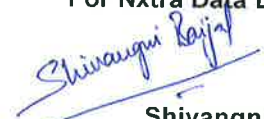
Accordingly, the Board recommends the appointment of Harjeet Singh Kohli, Ajay Chitkara and Aruna Pidikiti set out in item no. 3, 4 and 5 of this notice as Ordinary Resolution.

Relevant details of Harjeet Singh Kohli, Ajay Chitkara and Aruna Pidikiti required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India is enclosed.

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Place: New Delhi
Date: June 03, 2021

By order of the Board
For Nxtra Data Limited



Shivangni Bajjal
Company Secretary
Membership No: A60147

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NOTES:

1. The Explanatory Statement(s) under Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business(es) under Item No. 3, 4 and 5 are enclosed herewith.
2. General instructions for accessing, participating and voting in the 8th AGM through VC/OAVM Facility:
 - a. In view of the outbreak of the COVID-19 pandemic and the continuing restriction on movement of persons at several places in the country 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 8th AGM 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 8th AGM 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 8th AGM. 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 8th AGM through VC/OAVM Facility and e-Voting during the 8th AGM.
 - c. In line with the MCA Circulars, the Notice of the 8th AGM will be available on the website of the Company at www.nxtradata.in.
 - d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e. Members may join the 8th AGM through VC/OAVM Facility through the Zoom link as provided separately. The link shall be kept open for the Members from 03:15 p.m. i.e. 15 minutes before the time scheduled to start the 8th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 8th AGM.
 - f. Attendance of the Members participating in the 8th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - g. Voting shall be conducted by show of hands unless a demand for poll is made by members during the 8th AGM. 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.
3. Other instructions:
 - a. Information regarding particulars of the Director to be appointed and the director seeking appointment/ re-appointment requiring disclosure in terms of the Secretarial Standard 2 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in any foreign companies.

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- b. 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 AGM and will also be available for inspection at the Registered office of the Company during the AGM.
- c. Electronic copy of all the documents referred to in the accompanying Notice of the 8th AGM and the Explanatory Statement shall be available for inspection upto the conclusion of AGM in the Investor Section of the website of the Company.
- d. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least five days prior to the date of AGM 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.
- e. 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.

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Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming AGM (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice).

Name of the Director	Harjeet Singh Kohli	Ajay Chitkara	Aruna Pidikiti
Directors Identification Number (DIN)	07575784	08977367	08976601
Date of Birth (Age in years)	November 04, 1973 (47 years)	January 26, 1972 (49 years)	July 31, 1970 (50 years)
Original date of appointment	December 02, 2020	December 02, 2020	December 02, 2020
Qualifications	BE, MBA (Finance)	MBA (Electronics and Telecommunications)	M.Tech in Digital communications
Experience and expertise in specific functional area	Over 24 years of experience in Strategy, M&A, Business Development and Finance.	Approx 25 years of experience in SMEs, Carriers/Mobile Operators, Data Centre, Managed Services, Global Consumers segments.	Over 25 years of diverse experience in network operations of wireless and wire line domain, planning , network quality, etc.
Shareholding in the Company	Nil	Nil	Nil
Remuneration last drawn	NA	Nil	Nil
No. of Board meetings attended during the year	2(Two)	2(Two)	2(Two)
Terms and conditions of 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	NA	NA
Directorships held in other companies in India	1)Indus Towers Limited 2)Fieldfresh Foods Private Limited 3)Bharti Axa Life Insurance Co. Ltd. 4)Bharti Land Limited 5)Bharti Enterprises Limited 6)Bharti Axa General Insurance Company Limited 7)Fieldfresh Foods (North) Private Limited 8)Bharti Realty Limited 9) Bharti Real Estates Limited	Nil	Nil

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<p>Membership / Chairmanship of committees in public limited companies in India</p>	<p>1)Nxtra Data Ltd- Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee- Member Audit Committee- Chairman 2)Bharti Enterprises Limited (Formerly Known as Bharti Ventures Limited)- Corporate Social Responsibility Committee-Chairman 3)Indus Towers Limited (formerly Bharti Infratel Limited)- Audit & Risk Management Committee-Member 4)Bharti Realty Limited- Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee- Member Audit Committee- Member 5)Bharti Axa General Insurance Company Limited- Board Investment Committee- Chairman Risk Management Committee- Member 6)Bharti Axa Life Insurance Company Limited- Board Investment Committee- Chairman Risk Management Committee- Member</p>	<p>Nxtra Data Ltd- Nomination and Remuneration Committee- Chairman</p>	<p>Nil</p>
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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 – 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 Eighth (8th) Annual General Meeting of the Company, to be held on Monday, 27th day of September, 2021 at 03:30 p.m. through video conferencing and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021		

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2.	Re-appointment of Badal Bagri as Director liable to retire by rotation		
Special Business			
3.	Appointment of Harjeet Singh Kohli as Director		
4.	Appointment of Ajay Chitkara as Director		
5.	Appointment of Aruna Pidikiti as Director		

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.