

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an extraordinary general meeting of the members of Nextra Data Limited will be held on Tuesday, October 07, 2020 at 5:00 p.m. at Bharti Crescent 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110070 to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorized share capital of the Company

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 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, including any amendments, statutory modification(s) and/ or re-enactment thereof, and in accordance with the provisions of Articles of Association of the Company and subject to other necessary approvals, if any, consent of the members be and is hereby accorded to the board of directors to increase the existing authorized share capital of the Company from INR 10,00,00,000/- (Indian Rupees Ten Crore only) divided into 10,000,000 (One Crore) equity shares of INR 10/- (Indian Rupees Ten only) each to INR 21,00,00,00,000 (Indian Rupees Two Thousand One Hundred Crores only) divided into 31,20,00,000 (Thirty One Crore Twenty Lakh) equity shares of INR 10/- (Indian Rupees Ten) each and 1,78,80,000 (One Crore Seventy Eight Lakhs Eighty Thousand) preference shares of INR 1000/- (Indian Rupees One Thousand only) each.

Resolved further that pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company relating to share capital be and is hereby amended by deleting the same and substituting in its place the following as new clause V:

"V. The Authorised Share Capital of the Company is INR 21,00,00,00,000 (Indian Rupees Two Thousand One Hundred Crores only) divided into 31,20,00,000 (Thirty One Crore Twenty Lakh) equity shares of INR 10/- (Indian Rupees Ten) each and 1,78,80,000 (One Crore Seventy Eight Lakhs Eighty Thousand) preference shares of INR 1,000/- (Indian Rupees One Thousand only) each."

Resolved further that Board of Directors of the Company be and is hereby authorised 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. Alteration of Memorandum of Association

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded, that the words at the beginning of the Memorandum of Association of the Company ("The Companies Act 1956") be and are hereby substituted by the words ("The Companies Act 2013").

Resolved further that Clause III of the Memorandum of Association of the Company, be and is hereby amended as under:-

Heading of the Part A of Clause III of Memorandum of Association i.e. "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" is substituted with the Heading "OBJECTS FOR WHICH THE COMPANY HAS BEEN INCORPORATED ARE."

Heading of Part B of Clause III of Memorandum of Association i.e. "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" substituted with the Heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:" and the Part B of Clause III of Memorandum of Association as submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the existing Part B of Clause III of the existing Memorandum of Association of the Company.

Part C of Clause III of Memorandum of Association i.e. "THE OTHER OBJECTS ARE" be and is hereby deleted (all sub-clauses 48 to 93).

Clause IV of Memorandum of Association of the Company be and is hereby amended and substituted with the following Clause:

"IV. The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

Resolved further that the reference(s) of the provisions of the Companies Act, 1956, wherever appears, in the Memorandum of Association of the Company be and is hereby substituted with the corresponding reference(s) of the provisions of the Companies Act, 2013.

Resolved further that the Board of Directors be and are hereby authorised to do all such acts, deeds and things including signing of necessary document(s) etc. if any, as it may in its absolute discretion deem necessary to give effect to this resolution."

3. Issuance of equity shares and 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 (i) upto 10 (Ten) equity shares having face value of INR 10/- (Indian Rupee Ten only) each at a premium of INR 5,770 (Indian Rupees Five Thousand Seven Hundred and Seventy only), aggregating upto INR 57,800 /- (Indian Rupees Fifty Seven Thousand Eight Hundred Only); and (ii) upto 70,00,000 (Seventy 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 7,00,00,00,000/- (Indian Rupees Seven Hundred Crores only), on preferential / private placement basis to CA Cloud Investments (*formerly*, Comfort Investments II), Level 6, GFin Tower, 42 Hotel Street, CyberCity, Ebene, Mauritius 72201 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."

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



Dhiraj Arora
Company Secretary
Membership No. A28079

Place: New Delhi
Date: October 07, 2020

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROVIDED A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. **DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED FOR THIS MEETING, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY FOR THE SAID PURPOSE.**
3. Corporate Members are requested to send a duly certified copy of the board of director's resolution/power of attorney authorising their representative to attend and vote at the extraordinary general meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013, are open 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 Extra-ordinary General Meeting and will also be available for inspection at the meeting.
5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is annexed.
6. Members are requested to update their preferred e-mail ids with the Company which will be used for the purpose of sending the official documents through e-mail.
7. Attendance slip and proxy form are also enclosed.
8. A route map to reach the venue of the Extra-ordinary General Meeting including prominent

land mark for easy location is enclosed.

9. Copy of this Notice along-with all relevant documents referred in notice including proposed new set of Memorandum and Articles of Association can be inspected at the Registered Office of the Company on all working days during business hours up to date of Extraordinary General Meeting.

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

Item No. 1:

The present Authorized Share Capital of the Company is INR 10,00,00,000/- (Indian Rupees Ten Crore only) divided into 10,00,000 (One Crore) equity shares of INR 10/- (Indian Rupees Ten only) each.

It is now proposed to increase the authorized capital to INR 21,00,00,00,000 (Indian Rupees Two Thousand One Hundred Crores only) divided into 31,20,00,000 (Thirty One Crore Twenty Lakh) equity shares of INR 10/- (Indian Rupees Ten only) each and 1,78,80,000 (One Crore Seventy Eight Lakhs Eighty Thousand) preference shares of INR 1000/- (Indian Rupees One Thousand only) each.

In terms of applicable provisions stipulated under Section 61 of the Companies Act, 2013, approval of members by way of an ordinary resolution is required to increase the Authorized Share Capital and accordingly to make requisite amendment in the Capital Clause of the Memorandum of Association of the Company.

The Board therefore recommends the resolution as set out under item no. 1 of the notice for approval of the members as an Ordinary Resolution.

None of the directors, key managerial personnel and their relatives are concerned or interested in the proposed resolution either financially or otherwise.

The amended Memorandum, 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 Extra-ordinary General Meeting and will also be available for inspection at the venue of the meeting.

Item No. 2:

It is informed to the members that the existing Memorandum of Association are based on the Companies Act, 1956 and several regulations in the existing Memorandum of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Memorandum of Association are no longer in conformity with the provisions of Companies Act, 2013. Hence, it is considered expedient to amend the Memorandum of Association to some extent which shall be in conformity with the Companies Act, 2013.

The Board of directors in its meeting held on October 7, 2020 has proposed to amend the Memorandum of Association and seek members approval for the same. The amended Memorandum of Association, 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 at the Registered Office of the Company during the business hours on all working days up to the date of this Extra-Ordinary General Meeting and will also be available for inspection at the venue of the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3:

It is proposed to raise funds upto INR 57,800 (Indian Rupees Fifty Seven Thousand Eight Hundred only) by way of issuance of equity shares and INR 7,00,00,00,000/- (Indian Rupees Seven Hundred Crores only) by way issuance of Compulsory Convertible Preference Shares ("CCPS") to CA Cloud Investments (formerly, Comfort Investments II), Level 6, GFin Tower, 42 Hotel Street, CyberCity, Ebene, Mauritius 72201 ("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 October 7, 2020, have approved the offer to raise funds upto INR 57,800 (Indian Rupees Fifty Seven Thousand Eight Hundred only) and INR 7,00,00,00,000/- (Indian Rupees Seven Hundred Crores only) by way of issuance of equity shares, 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 equity shares and CCPS. Accordingly, the approval of the Members is being sought, by way of a special resolution, for the Company to offer and issue Equity Shares and 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	October 07, 2020
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	10 (Ten) Equity Shares having face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 5,770, aggregating to INR. 57,800 (Indian Rupees Fifty Seven Thousand Eight Hundred only) and; 70,00,000 (Seventy 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 7,00,00,00,000/- (Indian Rupees Seven Hundred Crores Only)

d)	the price or price band at/within which the allotment is proposed	Equity shares of INR 10 each at a premium of INR 5770/- per share CCPS at INR 1000 per share
e)	the manner of issue of shares	The Equity shares and 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	The issue price has been arrived basis the valuation report obtained from M/s VD& Co., Chartered Accountants. #234 JMD Megapolis Sector - 48 Sohna Road Gurgaon – 122001, enclosed as Annexure 2 . Basis of price: Being a growing company, value of the Company lies in future earnings and future positive cash generation capacities. Therefore, in the present case, the valuers have considered the DCF Method for the valuation.
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 into 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 August 31, 2020 as per the valuation report dated October 6, 2020.
i)	the class or classes of persons to whom the allotment is proposed to be made	The allotment for both equity and CCPS is proposed to be made to CA Cloud Investments (formerly, Comfort Investments II), a foreign company having its registered office at Level 6, GFin Tower, 42 Hotel Street, CyberCity, Ebene, Mauritius 72201.
j)	intention of promoters, directors or key managerial personnel to subscribe to the offer	The equity shares and 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 required 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 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)	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 the foreign investor upon conversion of preference shares.
s)	Principle terms of assets charged as securities	Not Applicable
t)	Pre and post issue shareholding pattern of the Company	As given herein below:

Category	Pre Issue	Post Issue
----------	-----------	------------

Sr. No.		No. of Equity Shares held	% of equity Shareholding	No. of Equity shares held	% of equity shareholding
A	Promoters' holding :				
	Bodies Corporate*	90,17,857	100%	90,17,857	99.9999%
	Sub-Total	90,17,857	100%	90,17,857	99.9999%
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	90,17,857	100%	90,17,857	100%
B	Non-Promoters' holding :				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution :	-	-	-	-
	Bodies Corporate 1 CA Cloud Investments (formerly, Comfort Investments II)	10	0%	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%
Bodies Corporate 2	-	-	-	-
Directors and Relatives	-	-	-	-
Indian Public	-	-	-	-
Others (Including NRIs)	-	-	-	-
Sub-Total (B)	-	-	70,00,000	100%
GRAND TOTAL	-	-	70,00,000	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. 3 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.

Regd Office:

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

For Nxtra Data Limited




Dhiraj Arora
Company Secretary
Membership No: A28079
Address: Ashiyana Homes, H-4/1,
Opp. Kali Bari Mandir, Mahavir Enclave,
New Delhi- 110045

Place: New Delhi

Date: October 07, 2020

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.

ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING

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

Folio No.:	
Number of Shares held:	

I/We certify that I/We am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Extraordinary General Meeting of the Company, to be held on Tuesday, October 07, 2020 at 5:00 p.m. at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110070

Member's/Proxy's name in
BLOCK Letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

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 Tuesday, October 07, 2020 at 5:00 p.m. at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Special Business			
1.	Increase in the Authorized share capital of the Company		
2.	Issuance of equity shares and Compulsory Convertible Preference Shares		

Signed this day of 2020

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.

ROUTE MAP

