

## NOTICE

Notice is hereby given that the Seventh (7<sup>th</sup>) Annual General Meeting (AGM) of the members of Nextra Data Limited, will be held on Tuesday, 29<sup>th</sup> day of September, 2020 at 01:00 p.m. at the registered office of the company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi - 110070 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, 2020

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, 2020, 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 Pankaj Tewari (DIN 08006533) as Director liable to retire by rotation

"Resolved that Pankaj Tewari (DIN 08006533), 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 Rajesh Tapadia 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, Rajesh Tapadia (DIN 08391891), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. December 13, 2019, 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."

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

**Registered Office:** Nextra 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:** [nextra.marketing@nxtradata.com](mailto:nextra.marketing@nxtradata.com) | **Website:** [www.nxtradata.com](http://www.nxtradata.com)

4. Appointment of Rajesh Tapadia as Whole time director and Chief Executive Officer

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

"Resolved that pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, and any other applicable laws (including any statutory modification(s) or re-enactment thereof), consent of the members is hereby accorded to ratify the appointment of Rajesh Tapadia (DIN 08391891) as the Whole time director & CEO of the Company at the following remuneration for a period of five years with effect from December 13, 2019 to December 12, 2024 on the existing remuneration as follows:

Fixed Pay (Inclusive of salary, allowances and retirement benefits) payable on monthly basis: Rs. 17,500,000 per annum or such other sum as may be decided by the Board from time to time.

Rajesh Tapadia shall be entitled to increments in his remuneration from time to time based on his performance in accordance with the Company's Policy which shall not exceed 15% of the annual fixed pay.

Variable Pay (Annual Performance Bonus) to be paid annually after the end of financial year: Rs 2,500,000 per annum or such other sum as may be determined by the Board at the end of the financial year which shall not exceed 85% of the annual fixed salary.

Employee Stock Option: In addition to the above, Rajesh Tapadia shall be entitled for such number of stock options as may be granted to him under any ESOP scheme of the Company/Holding Company.

Other Benefits: Other benefits including leave encashment and perquisites as per policy(s) of the Company.

Rajesh Tapadia shall also be entitled to reimbursement of all legitimate expense incurred by him while performing his duties and such reimbursements will not form part of his remuneration.

Resolved further that the Board be and is hereby authorized to vary, alter and modify the terms and condition of appointment including relating to remuneration/remuneration structure of Rajesh Tapadia within the limits prescribed above and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution and any act already done in this regard be and is hereby ratified."

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5. Appointment of Neha Sharma as Director

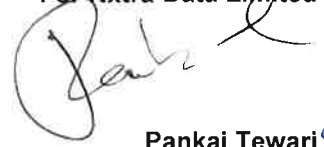
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

"Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Neha Sharma (DIN 02647445), who was appointed as an additional director of the Company by the Board of Directors w.e.f. September 24, 2019, 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:  
**Bharti Crescent,**  
**1, Nelson Mandela Road,**  
**Vasant Kunj, Phase – II,**  
**New Delhi – 110070, India**

Place: New Delhi  
Date: June 22, 2020

**By order of the Board  
For Nxtra Data Limited**



**Pankaj Tewari**  
**Director**  
**DIN: 08006533**

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

### **Item No. 3 and 4**

The Board of Directors in its meeting held on December 13, 2019 had approved the appointment of Rajesh Tapadia as the Additional Director and Wholetime director & CEO of the Company for a term of five years effective from December 13, 2019 to December 12, 2024. In terms of Section 149, 198 and other applicable provisions of the Companies Act 2013, the appointment of and remuneration of whole-time director is required to be approved by the shareholders in immediate next shareholders meeting. The Company, however, inadvertently missed the said item for seeking approval of the shareholders at the extra-ordinary general meeting held on December 13, 2019. The Board proposes to the shareholders of the Company to ratify the appointment w.e.f. December 13, 2019.

Rajesh Tapadia is not disqualified for being appointed as director in terms of the Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company.

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 during business hours at the Registered Office of the Company.

Other than Rajesh Tapadia, 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 and 4 of the notice.

The board of directors are of the opinion that his 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 Rajesh Tapadia as Wholetime director and CEO of the Company on such terms and conditions as set out in this notice at Item no. 3 as ordinary resolution and 4 of as Special Resolution.

Relevant details of Rajesh Tapadia required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India is enclosed.

### **Item No. 5:**

The Board of Directors, had appointed Neha Sharma as an additional director on the board of the Company. In terms of section 152 read with rules made thereunder, Neha Sharma holds office upto the ensuing Annual General Meeting.

Neha Sharma is not disqualified for being appointed as director in terms of the Section 164 of the Companies Act, 2013 and has given his consent to act as Director 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.

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Other than Neha Sharma, 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. 5 of the notice.

The Board of Directors are of the opinion that his 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 Neha Sharma set out in item no. 5 of this notice as Ordinary Resolution.

Relevant details of Neha Sharma required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India is enclosed.

Registered Office:  
**Bharti Crescent,  
1, Nelson Mandela Road,  
Vasant Kunj, Phase – II,  
New Delhi – 110070, India**

Place: New Delhi  
Date: June 22, 2020

**By order of the Board  
For Nxtra Data Limited**

**Pankaj Tewari**  
Director  
DIN: 08006533

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**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 NOTICE FROM THE DATE OF MEETING 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 AGM.
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 AGM and will also be available for inspection at the meeting.
5. Section 139 of the Companies Act, 2013 amended vide the Companies (Amendment) Act, 2017, effective vide MCA Notification dated 7<sup>th</sup> May, 2018 has done away with the requirement of annual ratification of appointment of Statutory Auditors. Accordingly, the company has not considered the matter of ratification of statutory auditors.
6. 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.
7. 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.
8. An Attendance slip is attached with this Notice.
9. A Route Map for Prominent Land Mark is attached with this Notice

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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	Rajesh Tapadia	Pankaj Tewari	Neha Sharma
Directors Identification Number (DIN)	08391891	08006533	02647445
Date of Birth (Age in years)	August 19, 1973 (47 years)	May 17, 1972 (47 years)	April 24, 1983 (36 years)
Original date of appointment	December 13, 2019	November 30, 2017	September 24, 2019
Qualifications	B.E. in Computer Science	Company Secretary	MBA
Experience and expertise in specific functional area	Overall 26 years of experience in field of data centres.	Overall 17 years of experience in Secretarial matters	10 years in HR
Shareholding in the Company	Nil	Nil	Nil
Remuneration last drawn	Nil	NA	Nil
No. of Board meetings attended during the year	1(one)	4(Four)	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	N.A	NA	NA
Directorships held in other companies in India	Nil	Bharti Airtel Services Limited Nxtra Data Limited Telesonic Networks Limited Airtel Digital Limited (Formerly known as Wynk Limited) Smartx Services Ltd Bharti Life Ventures Pvt Ltd Bharti General Ventures Pvt Ltd Bharti Hexacom Limited Bharti Enterprises Limited	Bharti Airtel Services Limited Nxtra Data Limited Telesonic Networks Limited Airtel Digital Limited (Formerly known as Wynk Limited) Smartx Services Ltd Harshil Estates Pvt Limited Talawali Palms Pvt Limited Angelica Developers Limited

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		Nettle Infrastructure Investments Limited	Bharti Realty Limited Bharti Assist Global Private Limited Nettle Infrastructure Investments Limited
Membership / Chairmanship of committees in public limited companies in India	Nil	Bharti Airtel Services Limited- CSR Committee Member Nxtra Data Limited CSR Committee Member Telesonic Networks Limited –CSR Committee Member Airtel Digital Limited (formerly known as Wynn Limited) – CSR Committee Member Nettle Infrastructure Investments Limited- CSR Committee Member	Bharti Hexacom Limited- Chairperson Committee of directors Chairperson CSR Committee

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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 Seventh (7<sup>th</sup>) Annual General Meeting of the Company, to be held on Tuesday, 29<sup>th</sup> day of September, 2020 at 01:00 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
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020		
2.	Re-appointment of Pankaj Tewari as Director liable to retire by rotation		
<b>Special Business</b>			
3.	Appointment of Rajesh Tapadia as Director		
4.	Appointment of Rajesh Tapadia as Wholetime director and Chief Executive Officer		
5.	Appointment of Neha Sharma as Director		

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.

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**ATTENDANCE SLIP**  
**FOURTH ANNUAL GENERAL MEETING**

CIN : U72200DL2013PLC254747  
Name of the Company : Nextra Data Limited  
Registered office : Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj,  
Phase II, New Delhi – 110070.

<b>Folio No.:</b>	
<b>Number of Shares held:</b>	

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 Seventh (7<sup>th</sup>) Annual General Meeting of the Company, to be held Tuesday, 29<sup>th</sup> day of September, 2020 at 01:00 p.m. at Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070.

Member's/Proxy's name in  
BLOCK Letters

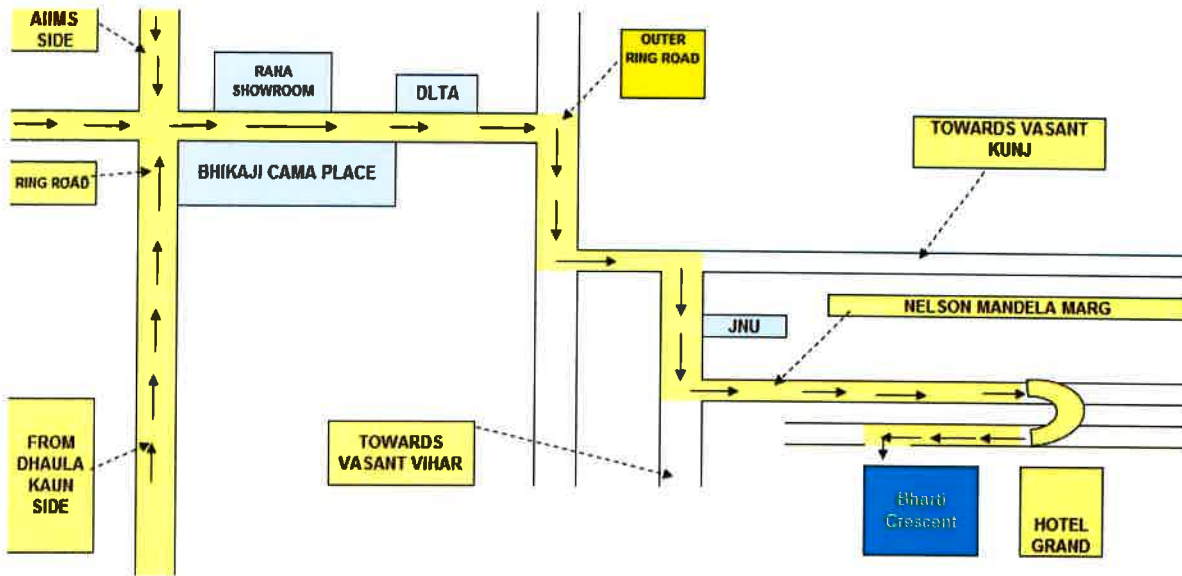
Signature of Member/Proxy

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



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### ROUTE MAP



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