

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 Thursday, October 15, 2020 at 12:40 p.m. at Bharti Crescent 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi-110070 to transact the following business:

SPECIAL BUSINESS:

1. Adoption of new set of Articles of Association of the Company

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 5, 14 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), and investment agreement dated July 1, 2020 ("Investment Agreement") executed between CA Cloud Investments (formerly, Comfort Investments II), Nxtra Data Limited and Bharti Airtel Limited, approval of members be and is hereby accorded to delete the existing set of Articles of Association of the Company and replace it by the new set of Articles of Association and the new set of Articles of Association, as placed before the members, be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company with effect from the allotment of first tranche of shares to CA Cloud Investments.

Resolved further that the Board be and is hereby authorized 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. Appointment of Kapil Modi as Non-Executive Director of the Company

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

"Resolved that pursuant to the provisions of Section 152 read with Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and investment agreement dated July 1, 2020 ("Investment Agreement") executed between CA Cloud Investments (formerly, Comfort Investments II), Nxtra Data Limited and Bharti Airtel Limited, and upon the recommendation of the Board of Directors, and receipt of written notice under Section 160(1) of the Companies Act, 2013, Kapil Modi (DIN: 07055408), be and is hereby appointed as professional, non-executive director of the Company with effect from the allotment of first tranche of shares CA Cloud Investment and shall not be liable to retire by rotation."

3. Appointment of Neeraj Bharadwaj as Non-Executive Director of the Company

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

"Resolved that pursuant to the provisions of Section 152 read with 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and investment agreement dated July 1, 2020 ("Investment Agreement") executed between CA Cloud Investments (formerly, Comfort Investment II, Nxtra Data Limited and Bharti Airtel Limited, and upon the recommendation of the Board of Directors, and receipt of written notice under Section 160(1) of the Companies Act, 2013, Neeraj Bharadwaj (DIN:

01314963), be and is hereby appointed as professional, non-executive director of the Company with effect from the allotment of first tranche of shares CA Cloud Investment and shall not be liable to retire by rotation."

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

By order of the Board
For Nextra Data Limited



Dhiraj Arora
Company Secretary
Membership No. A28079

Place: New Delhi
Date: October 15, 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 Extra-ordinary General Meeting.

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

Item No. 1

In terms of investment agreement dated July 1, 2020 ("**Investment Agreement**") executed between CA Cloud Investments (*formerly*, Comfort Investments II), Nxtra Data Limited and Bharti Airtel Limited, the Company was required to incorporate some of the provisions of the Investment Agreement in the Articles of Association of the Company. The draft Articles of Association of the Company, after carrying out the necessary amendments as per the Investment Agreement and as agreed between parties therein are being proposed for approval of the members.

The new set of draft Articles 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.

In terms of Section 14 of the Companies Act, 2013, the approval of the members by way of special resolution is required for amendment in the Articles of Association. The Board recommends the resolution set out under item no. 1 of the accompanying notice for the approval of the members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item no. 2

The Board of Directors in its meeting held on October 15, 2020 had recommended the appointment of Kapil Modi as professional, non-executive, non-retiring director, in accordance with Section 152 and Section 160 of the Companies Act, 2013, for the approval of the members with effect from the allotment of first tranche of shares CA Cloud Investment, in terms of the investment agreement dated July 1, 2020 ("**Investment Agreement**") executed between CA Cloud Investments (*formerly*, Comfort Investments II), Nxtra Data Limited and Bharti Airtel Limited.

In terms of Section 152 of the Companies Act, 2013, the approval of the members by way of an ordinary resolution is required for appointment of a director. The Board recommends the resolution set out under item no. 2 of the accompanying notice for the approval of the members by way of Ordinary Resolution.

The Company has received a written notice from Suman Singh under Section 160 of the Companies Act, 2013, signifying intention to propose candidature of Kapil Modi for office of 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.

None of the Directors, Key Managerial Personnel and relatives thereof is concerned or interested either financially or otherwise in the proposed resolution at item no. 3 of the notice.

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

Item no. 3

The Board of Directors in its meeting held on October 15, 2020 had recommended the appointment of Neeraj Bharadwaj as professional, non-executive, non-retiring directors, in accordance with Section 152 of the Companies Act, 2013, for the approval of the members with effect from the allotment of first tranche of shares CA Cloud Investment, in terms of the investment agreement dated July 1, 2020 ("Investment Agreement") executed between CA Cloud Investments (formerly, Comfort Investments II), Nxtra Data Limited and Bharti Airtel Limited.

In terms of Section 152, of the Companies Act, 2013, the approval of the Members by way of an ordinary resolution is required for appointment of a director. The Board recommends the resolution set out under item no. 3 of the accompanying notice for the approval of the members by way of Ordinary Resolution.

The Company has received a written notice from Suman Singh under Section 160 of the Companies Act, 2013, signifying intention to propose candidature of Neeraj Bharadwaj for office of 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.

None of the Directors, Key Managerial Personnel and relatives thereof is concerned or interested either financially or otherwise in the proposed resolution at item no. 3 of the notice.

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

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 15, 2020

Information of Directors to be appointed at the EGM (pursuant to Secretarial Standard 2 issued by ICSI as on the date of notice).

Name of the Director	Kapil Modi	Neeraj Bharadwaj
Directors Identification Number (DIN)	07055408	01314963
Date of Birth (Age in years)	02/01/1985 (35 years)	December 18, 1968 (51 years)
Original date of appointment	Not Applicable	Not Applicable
Qualifications	PGDM (MBA equivalent), IIM Ahmedabad; B. Tech. (Computer Science, IIT Kharagpur)	BSE, The Wharton School – University of Pennsylvania; MBA, Harvard Business School - USA
Experience and expertise in specific functional area	12 years' experience in private equity	Neeraj is currently the Managing Director of Carlyle India Advisors Private Limited. Neeraj had previously served as (i) Managing Director for Accel India Growth Management Co. Pvt. Ltd.; (ii) Managing Director for Apax (India); (iii) Engagement Manager for McKinsey & Co.; and (iv) Analyst for McKinsey & Co.
Date of first appointment on the Board	Not Applicable	Not Applicable
Shareholding in the Company	Nil	Nil
Remuneration sought to be paid or last drawn in the Company	Nil	Nil
No. of Board meetings attended during the year	Not Applicable	Not Applicable
Terms and conditions of re-appointment and remuneration	Proposed to be appointed as non-executive, non-rotational director. Remuneration: None	Proposed to be appointed as non-executive, non-rotational director. Remuneration: None
Relationship with other Directors or KMPs	None	None
Directorships held in other companies in India	(1) Carlyle India Advisors Private Limited; (2) Newgen DigitalWorks Private Limited; (3) PNB Housing Finance Limited.	(1) Foundation for promotion of Sports & Games (2) Indian School of Business (3) Carlyle India Advisors Private Limited (4) Global Health Private Limited (5) Delhivery Private Limited (6) Visionary RCM Infotech (India) Private Limited (7) Medanta Holdings Private Limited (8) Newgen Digitalworks Private Limited (9) DEE Development Engineers Limited (10) Coditech Software Solutions India Private Limited

		(11) Sequent Scientific Limited (12) Piramal Pharma Limited
Membership / Chairmanship of committees in public limited companies in India	None	Member, Remuneration Committee – Sequent Scientific Limited

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 Thursday, October 15, 2020 at 12:40 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 Thursday, October 15, 2020 at 12:40 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.	Adoption of new set of Articles of Association of the Company		
2.	Appointment of Kapil Modi as Non-Executive Director of the Company		
3.	Appointment of Neeraj Bharadwaj as Non-Executive Director of the Company		

Signed this day of 2020

Signature of Shareholder

Signature of Proxy holder(s)

Affix the revenue stamp of Re 1/-
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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

