



NOTICE

Notice is hereby given that the Ninth (9th) Annual General Meeting (AGM) of the members of Nxtra Data Limited, will be held on Thursday, 22nd day of September, 2022 at 04:30 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, 2022

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, 2022, 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 Ajai Chitkara 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 Ajai Chitkara (DIN 08977367), 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.”

3. Re-appointment of Aruna Pidikiti as Director liable to retire by rotation

“Resolved that Aruna Pidikiti (DIN 08976601), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

4. Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company

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 Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018) be and is hereby re-appointed as Statutory Auditors of the Company for a further term of 5 (five) consecutive years, who shall hold office from the conclusion of this 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting (to be held in calendar year 2027), on such

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Registered Office: Nxtra Data Limited, Bharti Crescent 1, Nelson Mandela Road, Vasant Kunj Phase - II, New Delhi 110070

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remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

Resolved further that the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

Special Business:

5. Appointment of Vani Venkatesh 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, Vani Venkatesh (DIN 08212186), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. November 01, 2021, 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.”

6. Appointment of Gary Wojtaszek as an Independent 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 Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) and Articles of Association of the Company, Gary Wojtaszek (DIN: 09658718) who was appointed as an Additional Director (in the capacity of Independent Director) of the Company by the Board of directors w.e.f. July 10, 2022, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. July 10, 2022 upto July 09, 2027.

Resolved further that the Board and the Company Secretary be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. Appointment of Ashish Arora 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, Ashish Arora (DIN 09692591),



who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. September 01, 2022, 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.”

8. Appointment of Ashish Arora as Whole time director & Chief Executive Officer

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 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 appoint Ashish Arora (DIN 09692591) as the Whole time director & Chief Executive Officer of the Company at the following remuneration for a period of five years with effect from September 01, 2022 to August 31, 2027 on the existing remuneration as follows:

Fixed Pay (Inclusive of salary, allowances and retirement benefits) payable on monthly basis: Rs. 16,463,100 per annum or such other sum as may be decided by the Board from time to time.

Ashish Arora 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.

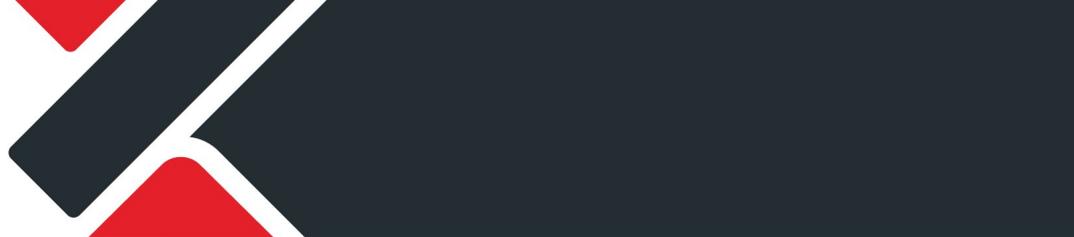
Variable Pay (Annual Performance Bonus) to be paid annually after the end of financial year: Rs. 5,487,700 per annum or such other sum as may be determined by the Board at the end of the financial year which shall not exceed 90% of the annual fixed salary.

Employee Stock Option: In addition to the above, Ashish Arora 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.

Ashish Arora 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 Ashish Arora 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.”



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

**Place: New Delhi
Date: August 04, 2022**

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

**Sd/-
Shivangni Baijal
Company Secretary
Membership No: A60147**

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

Item No. 4:

In accordance with the provisions of Section 139 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) (Deloitte or “Firm”) was appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of the 4th AGM till the conclusion of 9th AGM. The same was approved by the members of the Company at their 4th AGM held on July 21, 2017. The first term of Deloitte as Statutory Auditors of the Company shall come to an end upon conclusion of the ensuing AGM. The Board of Directors, on recommendation of Audit Committee and subject to approval of members, has appointed Deloitte as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this AGM till the conclusion of 14th AGM (to be held in calendar year 2027) in accordance with the provisions of Section 139 of the Act and rules thereunder. While considering the re-appointment of Deloitte as Statutory Auditors, the Audit Committee and Board of Directors evaluated the firm on various parameters including but not limited to independence, competence, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business. The Audit Committee and Board of Directors consider Deloitte suitable to continue to handle the scale, diversity and complexity associated with the audit of the financial statements/ results of the Company. Deloitte has given consent to act as Statutory Auditors of the Company for the second term, and have confirmed that their reappointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of Deloitte as Statutory Auditors for the remaining part of its tenure. In addition to the statutory audit, the Company may also obtain certifications from Deloitte under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Ordinary Resolution set out in Item no. 4 for this Notice for approval of Members.

Item No. 5:

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

Vani Venkatesh is not disqualified for being appointed as director in terms of the Section 164 of the Companies Act, 2013 and had given her 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 Vani Venkatesh, 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 her vast knowledge, varied experience and continued association would be of great value to the Company and immense benefit to the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Vani Venkatesh to be appointed as a Director as per the provisions of the Companies Act, 2013. Accordingly, the Board recommends the appointment of Vani Venkatesh set out in item no. 5 of this notice as Ordinary Resolution.

Relevant details of Vani Venkatesh required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are enclosed.

Item No. 6:

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee), on July 10, 2022 had appointed Gary Wojtaszek as an additional director in the capacity of Independent Director on the Board of the Company w.e.f July 10, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Gary Wojtaszek shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of five years.

Gary Wojtaszek 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 and other necessary disclosures required under companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Gary Wojtaszek to be appointed as an Independent Director as per the provisions of the Companies Act, 2013. The Company has received a declaration of independence from Gary Wojtaszek. In the opinion of Board, Gary Wojtaszek fulfils all the conditions specified in the Companies Act, 2013 and rules made thereunder and is independent of the management.

None of the Directors, and Key Managerial Personnel are in any way, concerned or interested either financially or otherwise in the proposed resolution other than Gary Wojtaszek and his relatives at item no. 6 of the notice except to the extent of their shareholding in the Company, if any.

With a view to bring external and independent perspective to the Board of Nextra and as a first step towards its revamping and strengthening to make it diverse and future ready, there is a need to appoint an Independent Director on the Board which will help bring a strategic guidance along with technical expertise for further business expansion. Accordingly, the Board recommends the appointment of Gary Wojtaszek as Independent Director as set out in Item no. 6 of this notice as Ordinary Resolution.

Relevant details of Gary Wojtaszek, required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are enclosed.

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Item No. 7 and 8:

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and Article 108, 133 of Articles of Association of the Company, appointment of the Whole time Director & CEO requires approval of the shareholders by way of an ordinary resolution.

The Board of Directors, in its meeting held on August 04, 2022 has approved the appointment of Ashish Arora as the Additional Director and Whole time director & CEO of the Company for a term of five years effective from September 01, 2022 upto August 31, 2027.

Ashish Arora 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 Ashish Arora, 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. 7 and 8 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 Ashish Arora as Whole time director & CEO of the Company on such terms and conditions as set out in this notice at Item no. 7 and 8 as ordinary resolutions.

Relevant details of Ashish Arora required to be given as per the Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are enclosed.

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Place: New Delhi
Date: August 04, 2022

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

**Sd/-
Shivangni Baijal
Company Secretary
Membership No: A60147**



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. 4 to 8 are enclosed herewith.
2. General instructions for accessing, participating and voting in the 9th AGM through VC/OAVM Facility:
 - a. Pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the 9th 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 9th 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 9th 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 9th AGM through VC/OAVM Facility and e-Voting during the 9th AGM.
 - c. In line with the MCA Circulars, the Notice of the 9th 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 9th AGM through VC/OAVM Facility through the Zoom link as provided separately. The link shall be kept open for the Members from 04:15 p.m. i.e. 15 minutes before the time scheduled to start the 9th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 9th AGM.
 - f. Attendance of the Members participating in the 9th 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 9th 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 9th 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.



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	Ajay Chitkara	Aruna Pidikiti	Vani Venkatesh	Gary Wojtaszek	Ashish Arora
Directors Identification Number (DIN)	08977367	08976601	08212186	09658718	09692591
Date of Birth (Age in years)	January 26, 1972 (50 years)	July 31, 1970 (52 years)	August 18, 1975 (46 years)	March 19, 1966 (56 years)	January 22, 1970 (52 years)
Original date of appointment	December 02, 2020	December 02, 2020	November 01, 2021	July 10, 2022	September 01, 2022
Qualifications	M.B.A And Masters in Electronics and Communication	M. Tech in Digital Communications	M.B.A CA, CS and CMA	M.B.A. (Columbia University) B.A. (Economics)	B.E. in Electronics and Telecommunication M.B.A
Experience and expertise in specific functional area	25+ years of diverse experience in telecom	25+ years of diverse experience in network operations	Overall 20 years of experience cross telecom, FMCG, retail and pharma/nutrition	Overall 25 years of experience in data centres	Overall 23 years of experience in data centres
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
Remuneration last drawn	NA	NA	NA	NA	NA
No. of Board meetings attended during the year	6	6	3	Nil	Nil
Terms and conditions of re-appointment and remuneration	Terms and conditions as per the Resolution of the Board and/or Shareholders				
Relationship with other Directors or KMPs	NA	NA	NA	NA	NA
Directorships held in other companies in India	Hughes Communications India Private Limited	None	Bharti Telemedia Limited	None	None

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<p>Membership / Chairmanship of committees in public limited companies in India</p>	<p>Nxtra Data Limited</p> <ul style="list-style-type: none"> • NRC Committee, Chairman • Committee of Directors, Member 	<p>None</p>	<p>1)Bharti Telemedia Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee, Member <p>2)Nxtra Data Limited</p> <ul style="list-style-type: none"> • Audit Committee, Member • Corporate Social Responsibility Committee, Chairman • Committee of Directors, Member 	<p>None</p>	<p>None</p>
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