

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF NATIONAL INTERNET EXCHANGE OF INDIA ("NIXI OR THE COMPANY") WILL BE HELD ON WEDNESDAY, THE 27TH DAY OF DECEMBER, 2023 AT 05:00 P.M. AT MINISTRY OF ELECTRONICS AND INFORMATION TECHNOLOGY, ELECTRONICS NIKETAN, CONFERENCE ROOM 1007, ELECTRONICS NIKETAN, 6, CGO COMPLEX, LODHI ROAD, NEW DELHI — 110003 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. TO DECLARE THE RESULTS OF ELECTION AND APPOINTMENT OF SEVEN ELECTED DIRECTORS OF THE COMPANY

To consider, and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 17(b) of the Articles of Association of the Company and Scrutinizer's Report as placed before the meeting, consent of the members be and is hereby accorded to appoint seven (7) elected directors, as per the results of election conducted among the ordinary members.

RESOLVED FURTHER THAT the appointment of all seven elected directors shall be effective from the date of passing of the resolution and they shall hold office for a term of two (2) years from the date of appointment.

RESOLVED FURTHER THAT pursuant to Article 17(d) of the Articles of Association of the company the elected directors of the company as appointed in the Extra-ordinary General Meeting held on 23.12.2021 having their term of 2 years expired on 22.12.2023 be and is hereby retired with effect from 22.12.2023.

RESOLVED FURTHER THAT any of the Director and/or CEO of the company be and is hereby jointly and/or severally authorised to do all such acts, deeds, matters and things as he may be deemed proper, necessary, or expedient for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."

By order of the Board
National Internet Exchange of India



Dr. Devesh Tyagi
CEO and Director
DIN: 06903182

Address: G-2/C-135, Ramprastha Colony,
Ghaziabad, Uttar Pradesh, India-201011

Date: 07.12.2023
Place: Delhi

National Internet Exchange of India

9th Floor, B-Wing, Statesman House, 148, Barakhamba Road, New Delhi-110 001, India
Tel.: +91+11+48202000 | Fax: +91+11+48202013

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 1, is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A member shall not be entitled to appoint any other person as his proxy unless such other person is also a member of such company.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed not less than 48 (forty-eight) hours before the meeting. The proxy form in Form MGT-11 is duly annexed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members are requested to bring their Attendance Slip (duly annexed with this notice) in the meeting, only bonafide Members/Proxy holders, in possession of valid Attendance Slips duly filled and signed will be permitted to attend the meeting.
7. The Notice of the Extra Ordinary General Meeting is being sent by electronic mode as well as posted on the website of the company for members perusal.
8. The proxy holder is requested to carry the identity proof to attend the Meeting.

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

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 for the special business is annexed hereto and forms part of the Notice convening the EGM:

ITEM NO. 1: TO DECLARE THE RESULTS OF ELECTION AND APPOINTMENT OF SEVEN ELECTED DIRECTORS OF THE COMPANY

Pursuant to Article 17b of the Articles of Association, the Ordinary Members of the Company will elect Seven Directors among themselves.

The election will be held as per the schedule of election for which a detailed notice of election dated 04.12.2023 has been already sent to the members with all annexures.

A Person, who is representative of ordinary member as per article 2(c) of the Articles of Association of the company, duly authorised to file his candidature, may give a notice of nomination in writing to the Company not less than fourteen (14) days before a general meeting about his candidature as an Elected Director.

The voting will be done through ballot papers among the nominations received from the ordinary members and the result will be declared in the EGM. New elected directors will be appointed for the period of two years as specified in Article 17(d) of the Articles of Association. All documents related to the election process and as referred to in the Notices will be available for inspection in physical copy at the Company's Registered Office during normal business hours on working days up to conclusion of the Extra-ordinary General Meeting.

Further, the term of elected directors of the company, who were appointed in the Extra-ordinary General Meeting held on 23.12.2021, is going to be expire on 22.12.2023 and they shall retire with effect from the same date. The members shall take note of the same.

The directors recommend the resolution as Item No. 1 of the accompanying notice for acceptance by the members as an ordinary resolution.

None of the directors and key managerial personnel of the company and their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No.1 of the Notice.

By order of the Board
National Internet Exchange of India



Dr. Devesh Tyagi
CEO and Director
DIN: 06903182

Address: G-2/C-135, Ramprastha Colony,
Ghaziabad, Uttar Pradesh, India-201011

Date: 07.12.2023

Place: New Delhi

National Internet Exchange of India

9th Floor, B-Wing, Statesman House, 148, Barakhamba Road, New Delhi-110 001, India

Tel.: +91+11+48202000 | Fax: +91+11+48202013

**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: U72900DL2003NPL120999

Name of Company: National Internet Exchange of India

Registered office: 9th Floor, B-Wing, Statesman House, Barakhamba Road, Connaught Place, New Delhi-110001

Venue of the Meeting: Ministry of Electronics and Information Technology, Conference Room 1007, Electronics Niketan, 6 CGO Complex, Lodhi Road, New Delhi-110003.

Date & Time:

Name of the Member(s)	
Registered office	
E-mail id	
Folio No./ Client Id	
Joining Date	

I/We being the member(s) ofshares of the above-named company, hereby appoint,

1. Name.....
Address.....
Email Id.....
Signature....., or failing him
2. Name.....
Address.....
Email Id.....
Signature....., or failing him
3. Name.....
Address.....
Email Id.....
Signature.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extra-Ordinary General Meeting (EGM) of the Company to be held on Wednesday, the 27th day of December, 2023 at 05:00 P.M. at Ministry of Electronics and Information Technology, Conference Room 1007, Electronics Niketan, 6 CGO Complex, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.

1. TO DECLARE THE RESULTS OF ELECTION AND APPOINTMENT OF SEVEN ELECTED DIRECTORS OF THE COMPANY

Signed this ____ day of ____, 2023

Affix Revenue Stamp

Signature of member:

Signature of Proxy holder(s):

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.

ATTENDANCE SLIP

Name of Company: National Internet Exchange of India

CIN: U72900DL2003NPL120999

Registered office: 9th Floor, B-Wing, Statesman House, Barakhamba Road, Connaught Place, New Delhi-110001

Venue of the Meeting: Ministry of Electronics and Information Technology, Conference Room 1007, Electronics Niketan, 6 CGO Complex, Lodhi Road, New Delhi-110003

Email: info@nixi.in

Telephone: +91-11-4820 2000

Website: <https://nixi.in>

Extra-Ordinary General Meeting - 27.12.2023

Date of joining

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I certify that I am a member/proxy for the member of the company

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, the 27th day of December, 2023 at 05:00 P.M.

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**Name of the Member/Proxy
(In BLOCK letters)**

.....

Signature of the member/Proxy

ROUTE MAP

VENUE: MINISTRY OF ELECTRONICS AND INFORMATION TECHNOLOGY, ELECTRONICS NIKETAN, 6, CGO COMPLEX, LODHI ROAD, NEW DELHI-110003

