

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/21847\_II

January 13, 2020

The Company Secretary  
Nxtdigital Limited  
In Centre, 49/50 MIDC  
12th Road, Andheri (East),  
Mumbai-400093

**Kind Attn.: Mr. Hasmukh Shah**

Dear Sir,

**Sub: Observation Letter for Draft Scheme of Arrangement between Indusind Media and Communications Limited and Nxtdigital Limited (Formerly known as “Hinduja Ventures Limited”) and their respective shareholders**

We are in receipt of the Draft Scheme of Arrangement between Indusind Media and Communications Limited and Nxtdigital Limited (Formerly known as “Hinduja Ventures Limited”) and their respective shareholders vide application dated September 11, 2019.

Based on our letter reference no Ref: NSE/LIST/21847 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (‘Circular’), SEBI vide letter dated January 09, 2020, has given following comments:

- a. *The Company shall ensure that the additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange and from the date of the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company shall ensure that information pertaining to Anil Harish appearing in wilful defaulters list of RBI and Action taken by SEBI against Mr. Anil Harish in various matters and latest status of the matters, is disclosed in the Scheme under the heading “action taken by SEBI/RBI” and the same is brought to the notice of shareholders and Hon’ble NCLT.*
- d. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- e. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from January 13, 2020, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
**For National Stock Exchange of India Limited**

Rajendra Bhosale  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL  
[http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)