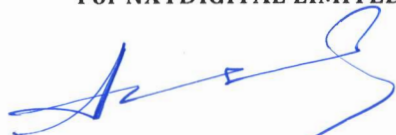


Annexure VI**Compliance Report**

It is hereby certified that the draft Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company" or "NDL") and Hinduja Global Solutions Limited ("Resulting Company" or "HGS") and their respective shareholders under section 230-232 and other applicable provisions of the Companies Act 2013, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and amended SEBI Master Circular No. SEBI/HO/CFD/DIL 1/CIR/P/2021/0000000665 dated November 23, 2021, ("SEBI Circular"), including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of SEBI Circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

For NXTDIGITAL LIMITED



Vynsley Fernandes
Managing Director & Chief Executive Officer
DIN: 02987818




Ashish Pandey
Company Secretary
M. No. F6078

Date: 24.02.2022

Place: Mumbai

Contd..2



(Formerly known as Hinduja Ventures Limited)

Registered Office: IN CENTRE, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.
 T: +91 - 22 - 2820 8585 W: www.nxtdigital.co.in CIN. No.: L51900MH1985PLC036896

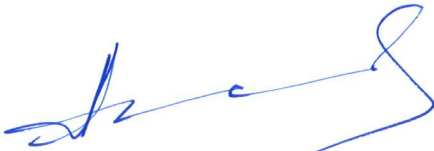


HINDUJA GROUP

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Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving NXTDIGITAL Limited ("Demerged Company" or "NDL") and Hinduja Global Solutions Limited ("Resulting Company" or "HGS") and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

For NXTDIGITAL Limited



Vynsley Fernandes
Managing Director & Chief Executive Officer
DIN: 02987818



Amar Chintopanth
Whole Time Director & Chief Financial Officer
DIN: 00048789

Date: 24.02.2022

Place: Mumbai



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