

April 19, 2022

To,  
The Board of Directors  
NXTDIGITAL Limited  
IN CENTRE, 49/50, MIDC,  
12th Road, Andheri (East)  
Mumbai-400093

**Sub: Scheme of Arrangement between NXTDIGITAL Limited and Hinduja Global Solutions Limited and their respective shareholders**

We refer to your letter dated February 25, 2022, on the captioned subject.

We are a secured creditor/lender of NXTDIGITAL Limited.

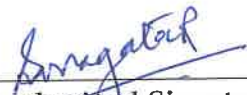
We have perused the Scheme of Arrangement between NXTDIGITAL Limited (the "Demerged Company" or "NDL") and Hinduja Global Solutions Limited (the "Resulting Company" or "HGS") and their respective shareholders wherein the Digital Media & Communication business undertaking and investments in the subsidiaries on going concern basis and allied activities ( the "Demerged Undertaking") of the Demerged Company would stand transferred to and vested in Resulting Company carefully and studied the same.

After having fully understood the contents thereof and its implications, We hereby state that we have no objection to the proposed demerger of the Demerged Undertaking of NDL into the Resulting Company HGS, subject to the necessary approvals of Stock Exchanges i.e. BSE and NSE and the Hon'ble National Company Law Tribunal (NCLT) and other regulatory approvals, if any, at Mumbai and we grant our approval and consent to the same being approved.

For Yes Bank Limited

A handwritten signature in blue ink, appearing to read "Mehul Desai".

Authorized Signatory  
Mehul Desai  
National Head- Strategic Client Group

A handwritten signature in blue ink, appearing to read "Swagata Rane".

Authorized Signatory  
Swagata Rane  
Executive Vice President