



**NXTDIGITAL LIMITED**

**(Formerly known as Hinduja Ventures Limited)**

**Registered Office - IN Centre, 49/50, MIDC, 12<sup>th</sup> Road, Andheri (East), Mumbai – 400 093**

**•CIN. No.: L51900MH1985PLC036896 • Tel: (+91 22) 6691 0945 •**

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**POSTAL BALLOT FORM**

(Kindly refer to the instructions specified overleaf before filling the form)

Sr No. :

Postal Ballot No. :

Name(s) and Registered Address of the Sole :  
/First named Member

Name(s) of the Joint Member(s) if any :

Folio No. / DP/ID No / Client ID No.\* :

No. of Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice convening the meeting of the equity shareholders of the Company pursuant to Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench dated February 27, 2020 by sending my / our assent or dissent to the said Resolution by placing tick (√) mark in the relevant box as stated herein below:

Item No.	Description of Resolution	No. of Equity Shares(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and approve the Scheme of Arrangement between IndusInd Media & Communications Limited ("IMCL" or "Demerged Company") and Hinduja Ventures Limited (now known as NXTDIGITAL LIMITED) ("NXTDIGITAL" or "Resulting Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013.			

Place:

Date:

(Signature of Equity Shareholder)

**Note:** Please read the instructions printed overleaf carefully before exercising your vote through this Postal Ballot Form.

**Electronic Voting Particulars**

EVSN (E-voting Sequence Number)	User Id	Password / Pin

## GENERAL INSTRUCTIONS

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa.  
However, in case shareholders cast their vote through both physical Postal Ballot Form and e-voting then vote cast through e- voting shall be considered and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot is dispatched/emailed to the Members whose names appear on the Register of Members as on the Record date i.e. March 06, 2020 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

### Instructions for voting physically in Postal Ballot Form

1. An Equity Shareholder desiring to exercise vote by Postal Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the registered office of the Company at IN Centre, 49/50, 12th Road, MIDC, Andheri (East), Mumbai – 400093 so as to reach the Scrutinizer on or before Wednesday, April 15, 2020 (5:00 pm). Any Postal Ballot Form received after the said date and time will be treated as not having been received and the same will not be considered for the purpose of Postal Ballot.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants) In case of joint holding this Form should be completed and signed by the first named Shareholder and in his absence, by the next named joint equity shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every folio /Client ID irrespective of the number of joint holders.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected
10. Postal Ballot form received by fax will be rejected as if from the shareholders has not been received unless the original postal ballot form is received within prescribe time period.
11. Only an equity shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the scrutinizers, and any receipt of the Notice, who has no voting right should treat the notice as intimation only.

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