

September 29, 2021

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: NXTDIGITAL

Dear Sir/ Madam,

Sub.: Voting Results of 36th Annual General Meeting of the Company held on September 28, 2021

Ref.: Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

We enclose herewith the following:

- Voting Results (remote e-voting and e-voting at the 36th Annual General Meeting) of the business transacted at the 36th Annual General Meeting of the Company held on Tuesday, September 28, 2021 at 3:30 p.m. (IST) through video conference/ other audio visual means in the prescribed format
- Scrutinizer's Report dated September 29, 2021 on all seven (7) resolutions proposed in the Notice convening the 36th Annual General Meeting of the Company were approved and passed by the Members of the Company with requisite majority.

The voting results along with the Scrutinizers Report are made available on the website of the Company www.nxtdigital.co.in and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **NXTDIGITAL LIMITED**
(Formerly known as Hinduja Ventures Limited)


Ashish Pandey
Company Secretary



Encl: as stated above.



(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

NXTDIGITAL LIMITED	
Date of AGM	28-09-2021
Total number of shareholders on record date	9296
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	Not Applicable
b) Public	Not Applicable
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	10
b) Public	60

Resolution No.	1							
Resolution Required	Audited standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors' and the Auditor's thereon. (Ordinary Resolution)							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes				No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting		11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	14967009	0	0	0	0	0	0
	Total	14967009	11734459	78.4022	11734459	0	100.0000	0
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	4305609	0	0	0	0	0	0
	Total	4305609	0	0	0	0	0	0
Public Non-Institutions	E-voting		2035044	42.5872	2035006	38	99.9981	0.0019
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)	4778540	0	0	0	0	0	0
	Total	4778540	2035044	42.5872	2035006	38	99.9981	0.0019
Total		24051158	13769503	57.2509	13769465	38	99.9997	0.0003



Resolution No.		2						
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [[2]/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	14967009	11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		14967009	11734459	78.4022	11734459	0	100.0000
Public Institutions	E-voting	4305609	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		4305609	0	0	0	0	0
Public Non-Institutions	E-voting	4778540	2035044	42.5872	2035036	8	99.9996	0.0004
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		4778540	2035044	42.5872	2035036	8	99.9996
Total		24051158	13769503	57.2509	13769495	8	99.9999	0.0001



Resolution No.		3						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	14967009	11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11734459	78.4022	11734459	0	100.0000	0
Public Institutions	E-voting	4305609	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting	4778540	2035044	42.5872	2034261	783	99.9615	0.0385
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		2035044	42.5872	2034261	783	99.9615	0.0385
Total		24051158	13769503	57.2509	13768720	783	99.9943	0.0057



Resolution No.		4						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	14967009	11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		14967009	11734459	78.4022	11734459	0	100.0000
Public Institutions	E-voting	4305609	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		4305609	0	0	0	0	0
Public Non-Institutions	E-voting	4778540	2035044	42.5872	2034261	783	99.9615	0.0385
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		4778540	2035044	42.5872	2034261	783	99.9615
Total		24051158	13769503	57.2509	13768720	783	99.9943	0.0057



Resolution No.		5						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	14967009	11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		14967009	11734459	78.4022	11734459	0	100.0000
Public Institutions	E-voting	4305609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		4305609	0	0	0	0	0
Public Non-Institutions	E-voting	4778540	2035044	42.5872	2034056	988	99.9515	0.0485
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		4778540	2035044	42.5872	2034056	988	99.9515
Total		24051158	13769503	57.2509	13768515	988	99.9928	0.0072



Resolution No.		6						
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	14967009	11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11734459	78.4022	11734459	0	100.0000	0
Public Institutions	E-voting	4305609	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting	4778540	2035044	42.5872	2034256	788	99.9613	0.0387
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		2035044	42.5872	2034256	788	99.9613	0.0387
Total		24051158	13769503	57.2509	13768715	788	99.9943	0.0057



Resolution No.		7						
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	14967009	11734459	78.4022	11734459	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11734459	78.4022	11734459	0	100.0000	0
Public Institutions	E-voting	4305609	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting	4778540	2035044	42.5872	2035006	38	99.9981	0.0019
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		2035044	42.5872	2035006	38	99.9981	0.0019
Total		24051158	13769503	57.2509	13769465	38	99.9997	0.0003



RUPAL D. JHAVERI

COMPANY SECRETARY

207, 2nd Floor, Regent Chambers, 208, Jammalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0103

MGT-13

**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 36th AGM of
NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) held on Tuesday, September
28, 2021**

To,

Mr. Amar Chintopanth,

Authorised Director

NXTDIGITAL LIMITED

(formerly known as Hinduja Ventures Limited)

In Centre, 49/50, MIDC, 12th Road,

Marol, Andheri (East), Mumbai – 400093

36th Annual General Meeting (the 'AGM') of the Equity Shareholders of NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) held on Tuesday, September 28, 2021 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 3:30 PM IST

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the General Circular dated May 5, 2020, read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs (the "MCA") and in accordance with the circular dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (the "SEBI") commonly referred to as 'Applicable Circulars'.

Dear Sir,

I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No. 5441 and Certificate of Practice No. 4225), have been appointed as Scrutinizer of NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) (the "Company") in its Board Meeting held on August 13, 2021 to scrutinize the Remote E-voting process as well as to scrutinize the electronic voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the "Applicable Circulars" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (Coronavirus) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars. I submit my report as under:



1. The Company had appointed National Securities Depositories Limited (“NSDL”) as the ‘Service Provider’, for the purpose of extending the facility of Remote E-Voting as well as e-voting conducted at the AGM to the Members of the Company and for voting electronically at the AGM.
2. KFin Technologies Private Limited (formerly Karvy Fintech Pvt. Ltd.) is the Registrar and Share Transfer Agents ('RTA') of the Company.
3. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the AGM, on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company, which was held on Tuesday, September 28, 2021.
4. The Service Provider had set up electronic voting facility on their website <https://www.evoting.nsdl.com/>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges Viz. BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
5. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
6. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Combined Scrutinizer’s Report of the votes cast on the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the service provider.
7. The Company has provided remote e-voting facility on all items of the business sought to be transacted at the AGM held on September 28, 2021. The same commenced on Friday, September 24, 2021 (9.00 a.m. IST) onwards and concluded on Monday, September 27, 2021 (5.00 p.m. IST). The remote e-voting services were provided by the Service Provider.
8. Further, during the AGM, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC / OAVM but did not participate in the Remote E-voting to record their votes.
9. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the AGM, Service Provider provided me with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.



10. Subsequently, the votes cast through remote e-voting and voting at meeting were unblocked at around 5.38 P.M. on September 28, 2021 in the presence of two witnesses and the voting summary statement was downloaded from Service Provider (<https://www.evoting.nsdl.com/>).
11. The summary of the results of the remote e-voting and voting through electronic means are as under:

Resolution No. 1: Audited standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors' and the Auditor's thereon. (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	136	1,33,30,605	99.9997
Voting through electronic means	17	4,38,860	100.0000
Total	153	1,37,69,465	99.9997

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	38	0.0003
Voting through electronic means	0	0	0.0000
Total	4	38	0.0003

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



Resolution No. 2: Declaration of final dividend of Rs. 4 per equity share (Face value of Rs. 10/- each) for the financial year ended March 31, 2021. (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	138	1,33,30,635	99.9999
Voting through electronic means	17	4,38,860	100.0000
Total	155	1,37,69,495	99.9999

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	2	8	0.0001
Voting through electronic means	0	0	0.0000
Total	2	8	0.0001

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



Resolution No. 3: Re-appointment of Mr. Amar Chintopanth (DIN: 00048789), who retires by rotation and being eligible, offered himself for re-appointment. (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	136	1,33,29,860	99.9941
Voting through electronic means	17	4,38,860	100.0000
Total	153	1,37,68,720	99.9943

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	783	0.0059
Voting through electronic means	0	0	0.0000
Total	4	783	0.0057

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



**Resolution No. 4: Appointment of Mr. Vynsley Fernandes (DIN: 02987818) as a Director.
(Ordinary Resolution)**

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	136	1,33,29,860	99.9941
Voting through electronic means	17	4,38,860	100.0000
Total	153	1,37,68,720	99.9943

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	783	0.0059
Voting through electronic means	0	0	0.0000
Total	4	783	0.0057

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



Resolution No. 5: Appointment of and payment of remuneration to Mr. Vynsley Fernandes (DIN: 02987818) as a Managing Director and Chief Executive Officer of the Company. (Special Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	134	1,33,29,655	99.9926
Voting through electronic means	17	4,38,860	100.0000
Total	151	1,37,68,515	99.9928

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	988	0.0074
Voting through electronic means	0	0	0.0000
Total	6	988	0.0072

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



Resolution No. 6: Appointment of Mr. Munesh Narinder Khanna (DIN: 00202521) as an Independent Director of the Company (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	135	1,33,29,855	99.9941
Voting through electronic means	17	4,38,860	100.0000
Total	152	1,37,68,715	99.9943

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	5	788	0.0059
Voting through electronic means	0	0	0.0000
Total	5	788	0.0057

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



Resolution No. 7: Ratification of Cost Auditor's Remuneration (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	136	1,33,30,605	99.9997
Voting through electronic means	17	4,38,860	100.0000
Total	153	1,37,69,465	99.9997

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	38	0.0003
Voting through electronic means	0	0	0.0000
Total	4	38	0.0003

(iii) Invalid votes:

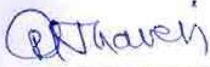
Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
Total	0	0

The Resolution is passed with requisite majority.



All the Resolutions mentioned in the Notice convening the AGM as per the details stated above stand passed under remote e-voting and voting conducted at AGM, with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and voting conducted at the AGM by the members of the Company. The other relevant records relating to remote e-voting and voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping after the Chairman signs the minutes.



Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225



Place: Mumbai

Date: September 29, 2021

Countersigned by:

AMAR
CHINTOPANT
H

Digitally signed by
AMAR CHINTOPANTH
Date: 2021.09.29
18:07:42 +05'30'

Mr. Amar Chintopanth
Authorised Director
NXTDIGITAL LIMITED

Place: Mumbai

Date: September 29, 2021