

**REPORT OF SCRUTINIZER**

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]*

**The Chairman**

**Hinduja Ventures Limited**

In Centre, 49/50, MIDC,  
Andheri (East)  
Mumbai – 400093

Dear Sir,

I, Mrs. Rupal D. Jhaveri, Practicing Company Secretary (Membership No. 5441 and Certificate of Practice No. 4225) have been appointed by the Board of Directors of Hinduja Ventures Limited (the "Company") as the Scrutinizer, for scrutinizing in a fair and transparent manner, the Postal Ballot/ e-voting process of the Company, conducted for seeking approval of the Members of the Company for the Special Resolution proposed to be passed under Section 4,5,13,14 and all other applicable provisions of the Companies Act, 2013 viz. Approval for change of name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company, as contained in the Postal Ballot Notice dated September 6, 2019, issued pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014. I submit my report as under:

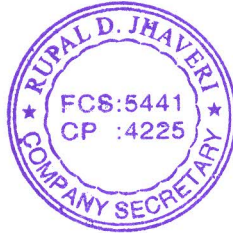
1. The dispatch of the Postal Ballot Notice and Postal Ballot Forms to the Members of the Company, whose names appeared in the Register of Members / List of Beneficial owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, September 13, 2019, being the cut-off date, was completed on Tuesday, September 17, 2019
2. Pursuant to Rule 20(4)(v) and Rule 22(3) of the Companies (Management & Administration) Rules, 2014 and the Secretarial Standards - 2, Advertisements were published by the Company on Wednesday, September 18, 2019 in Business Standard newspaper, in English Language and in Sakaal newspaper, in Marathi Language, about having completed the dispatch of the Postal Ballot Notice along with Postal Ballot Form and self-addressed postage prepaid envelope to the Members, along with other matters laid down in the stated Rules.
3. The E-voting commenced on Monday, September 23, 2019 (9.00 a.m.) onwards and ended on Tuesday, October 22, 2019 (5.00 p.m.). The remote e-voting services were provided by Karvy Fintech Private Limited ("Karvy").
4. All the data of e-voting i.e. the results of e-Voting along with the list of Members containing the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares who voted "For", "Against" and "Invalid" for the Special Resolution were downloaded from the e-voting portal of Karvy, by unblocking the event on Tuesday, October 22, 2019, after 5 p.m.



5. All the Postal Ballot Forms including E-Voting received up to 5.00 p.m. on Tuesday, October 22, 2019, being the last date and time fixed by the Company for receipt of Postal Ballot Forms, were scrutinized by me with respect to their validity and have been recorded.
6. No Postal Ballot Forms received after 5.00 p.m. on Tuesday, October 22, 2018, have been considered by me.

I hereby submit a combined report on the result of the Postal Ballot including on E-voting as per the statement attached herewith as an Annexure.

Thanking you.



**Rupal D. Jhaveri**  
Practising Company Secretary  
Membership No: F5441  
C. P. No: 4225

Place: Mumbai  
Date: October 23, 2019

Annexure to Report of the Scrutinizer dated Wednesday, October 23, 2019

Special Resolution: Approval for change of name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

(i) Voted in favour of 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 | 52                      | 1,22,63,118                                      | 99.9999                               |
| Physical Ballot | 97                      | 25,450   | 99.7062                               |
| <b>Total</b>    | <b>149</b>              | <b>1,22,88,568</b>                               | <b>99.9993</b>                        |

(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 | 9                       | 9   | 0.0001                                |
| Physical Ballot | 1                       | 75  | 0.2938                                |
| <b>Total</b>    | <b>10</b>               | <b>84</b>                                   | <b>0.0007</b>                         |

(iii) Invalid votes:

| Mode            | Number of members whose votes were declared invalid | Number of votes cast |
|-----------------|---|----------------------|
| Remote e-voting | 1   | 138                  |
| Physical Ballot | 20  | 3,166                |
| <b>Total</b>    | <b>21</b>   | <b>3,304</b>         |

**Resolution is passed with requisite majority**

The Register containing the relevant details stated in Rule 22(10) of Companies (Management and Administration) Rules, 2014, all other papers and relevant records relating to Postal Ballot including electronic voting shall be under my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter the same would be handed over to the Company Secretary for safe keeping.

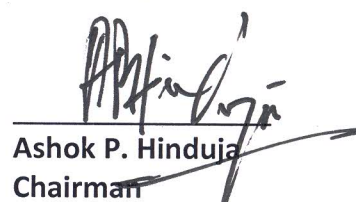
Thanking you,



Rupal D. Jhaveri  
Practising Company Secretary  
Membership No: F5441  
C.P No: 4225



Counter Signed by  
For Hinduja Ventures Limited



Ashok P. Hinduja  
Chairman

Place: Mumbai

Date: October 23, 2019