

HINDUJA VENTURES LIMITED

CIN: L51900MH1985PLC036896

Registered office: IN Centre, Plot No. 49 & 50, 12th Road,
MIDC, Andheri (E), Mumbai- 400093 Phone: 022 6691 0945

Website: <http://www.hindujaventures.com> Email: investorgrievances@hindujaventures.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), for seeking consent of the members, to pass the proposed resolution mentioned below as Special Resolution through Postal Ballot including by way of Electronic Voting. The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Rules, Hinduja Ventures Limited (**the "Company"**) is pleased to provide electronic voting (**"e-voting"**) facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

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:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the

Company and the uniform listing agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from **"Hinduja Ventures Limited"** to **"NXTDIGITAL LIMITED"**.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

The Name of the Company shall be NXTDIGITAL LIMITED.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. **"Hinduja Ventures Limited"** be substituted with the new name, i.e. **"NXTDIGITAL LIMITED"** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company and at all other places wherever appearing.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the Registrar of Companies (ROC) and to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

By order of the Board of Directors,
For Hinduja Ventures Limited

Sd/-
Hasmukh Shah
Company Secretary

Place: Mumbai
Date: 06 September, 2019

NOTES

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on September 13, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
4. Only a Member holding shares as on the cut-off date i.e. September 13, 2019 is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
5. Ms. Rupal Jhaveri, Practicing Company Secretary (Membership No. 4225) has been appointed as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
6. Postal Ballot Form and the self-addressed postage prepaid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from Monday, September 23, 2019 (9:00 a.m. (IST) onwards) till Tuesday, October 22, 2019 (up to 5:00 p.m. (IST)) as the e-voting module shall be disabled for voting by Karvy Fintech Private Limited thereafter. No voting shall be allowed beyond 5:00 p.m. (IST) on Tuesday, October 22, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage prepaid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. (IST) on Tuesday, October 22, 2019. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as casts their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
9. The Scrutinizer, after completion of scrutiny, will submit her report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on or before Wednesday, October 23, 2019. The result of the Postal Ballot will be announced by the Chairman or any Director authorized by the Board, on or before Wednesday, October 23, 2019 by or before 5:00 p.m. (IST) at the Company's Registered office at IN Centre, Plot No. 49 & 50, 12th Road, MIDC, Andheri (E), Mumbai- 400093. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website <http://www.hindujaventures.com>. The results along with the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at Mumbai. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on October 22, 2019 i.e. being the last date of receiving postal ballot forms and e-voting.
10. All the documents related to the above mentioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 a.m. (IST) to 1:00 p.m. (IST) till October 22, 2019.
11. For e-voting, please read carefully the "Procedure/ instructions for e-voting" enumerated herein:

PROCEDURE / INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:

In case a Member receives an email from Karvy (for Members whose email IDs are registered with the Company/Depository Participants):

- (i) The voting period begins on Monday, September 23, 2019 (9:00 a.m. (IST) onwards) till Tuesday, October 22, 2019 (up to 5:00 p.m. (IST)). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 13, 2019 may cast their vote electronically. The e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://evoting.karvy.com>.
- (iii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number (EVENT) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering these details appropriately, click on "LOGIN".
- (v) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z),

one numeric value (0-9) and a special character (@, #, \$, etc.).

- (vi) The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (vii) You need to login again with the new credentials.
- (viii) On successful login the system will prompt you to select the "EVENT" for Hinduja Ventures Limited.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (xi) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (xii) Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (xiii) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xiv) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xv) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: rupal@csrdj.com with a copy marked to evoting@karvy.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO."
- (xvi) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Premkumar Nair, (Unit: Hinduja Ventures Limited) at Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) (Karvy) Selenium Tower B, Plot Nos. 31 & 32, Financial District - Nanakramguda,

Serilingampally Mandal, Hyderabad - 500032, India P: +91 40 67161525, E-mail: premkumar.nair@karvy.com or einward.ris@karvy.com or phone no. 040 – 67161500 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.

(xvii) In case a Member receives physical copy of Notice (whose email IDs is not registered with the Company/ Depository Participants) EVENT, User ID and Password is provided in the Postal Ballot form.

(xviii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Other Instructions:

The remote e-voting period commences on Monday, September 23, 2019 (9.00 a.m. IST) and ends on Tuesday, October 22, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 13, 2019 i.e. cut-off date, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off date i.e. Friday, September 13, 2019.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

In case a person has become a Member of the Company after dispatch of Notice of Postal Ballot but on or before the cut-off date for E-voting i.e., Friday, September 13, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:

a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD

<space> e-voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page: <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karvy's toll free number 1800-3454-001.

d. Member may send an e-mail request to einward.ris@karvy.com.

EXPLANATORY STATEMENT TO THE RESOLUTION

Annexure to Notice

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS PROPOSED TO BE TRANSACTED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.

Recognizing the growth potential of the 'Media and Communications business in the backdrop of the fact that IMCL's 'Media and Communications business' has matured, and the associated risks has reduced significantly as well as the recent regulatory reforms (New Tariff Order) providing additional stimuli, the Board of Directors of your Company at its meeting on 27th August 2019 had approved Scheme of Arrangement for demerger of Media Communications undertaking of IndusInd Media and Communications Limited (Demerged Company) into Hinduja Ventures Limited (Resulting Company) and their respective shareholders subject to all statutory/ regulatory approvals and approval of the shareholders.

Hinduja Ventures Limited believes that this media business has a high growth potential going forward due to a fast maturing industry and recent regulatory reforms like New Tariff Order ("NTO"). These stimuli provide the right opportunity to consolidate media vertical which will propel it to the next level of growth and performance.

Benefits of this consolidation into a single group will achieve flexibility, scale and financial strength. Upon segregation of identified business undertaking, post restructuring the Company shall be able to achieve higher long-term financial returns, increased competitive strength, cost reduction and efficiencies, productivity gains, and logistical advantages, thereby significantly contributing to future growth in their respective business verticals.

The following benefits shall accrue to the shareholders:

- Consolidation and growth of Media and Communications undertaking which will help to enhance and will show marked improvement in market shares and revenues.
- Focused Management, Organization Efficiency and Operational Synergies.
- Unlock shareholders value.
- Efficiency in Fund raising for harnessing future growth.

Rationale for change in name of the Company to NXTDIGITAL LIMITED:

In order to reflect the Media and Communication business it was proposed to change the name of the Company from "Hinduja Ventures Limited" to "NXTDIGITAL LIMITED".

The Standalone turnover of Hinduja Ventures Limited as per Audited Standalone Profit and Loss Account for the year ended

March 31, 2019 was ₹ 46.99 crores which includes turnover of ₹ 39.45 crores from Media and Communication segment which works out to 83.95% of standalone Audited turnover of Hinduja Ventures Limited for the year ended March 31, 2019.

The Consolidated turnover of Hinduja Ventures Limited as per Audited Consolidated Profit and Loss Account for the year ended March 31, 2019 was ₹ 710.58 Crores which includes turnover of ₹ 703.04 crores from Media and Communication segment which works out to 98.91% of consolidated turnover of Hinduja Ventures Limited as on March 31, 2019.

The Company then made an application for reservation and availability of name change to the CRC, MCA and the desired name "NXTDIGITAL LIMITED" is made available by them vide their letter dated 31st August 2019 to the Company.

The proposed name change will be effected on receipt of requisite approvals from the shareholders, BSE Limited and National Stock Exchange of India Limited where equity shares of your Company are listed.

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution. The Board of Directors had vide its resolution dated 6th September 2019 subject to the approval of the shareholders have accorded consent for the following matters:

- a) Approval for change of Name of the Company;
- b) Alteration of Memorandum of Association & Articles of Association of the Company;
- c) Authorized Directors and/or Company Secretary to take all steps to implement the decision of change of name of the Company and to do all other acts & deeds to comply with the requirements prescribed.

The Directors considered the proposed Special Resolution is in the interest of the Company and recommended the Special Resolution as set out in the notice, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for your approval by way of Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

By order of the Board of Directors,

For Hinduja Ventures Limited

**Sd/-
Hasmukh Shah
Company Secretary**

Place: Mumbai

Date: 06 September, 2019