



(Formerly known as Hinduja Ventures Limited)

Corporate Identity Number (CIN): L51900MH1985PLC036896

Registered Office: IN CENTRE, 49/50, MIDC, 12th Road, Andheri (East),  
Mumbai – 400 093, Maharashtra, India

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## NOTICE OF THE 36<sup>TH</sup> (THIRTY SIXTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36<sup>th</sup> (Thirty Sixth) Annual General Meeting of the Members of NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) will be held on Tuesday, September 28, 2021 at 3.30 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Board of Directors and the Auditors thereon including Annexures thereto.
2. To declare Dividend of ₹ 4/- per equity share (Face value of ₹ 10/- per share) for the Financial Year ended March 31, 2021.
3. To appoint a Director in place of Mr. Amar Chintopanth (DIN:00048789), who retires by rotation and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amar Chintopanth, who retires by rotation at this Annual General Meeting of the Company and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Amar Chintopanth shall continue to hold his office of Whole Time Director and such re-appointment of Director to the extent that he is required to retire by rotation, shall not constitute any break in his tenure of Whole time Director .”

### SPECIAL BUSINESS:

4. **Appointment of Mr. Vynsley Fernandes (DIN: 02987818) as a Director.**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vynsley Fernandes (DIN: 02987818) who was appointed as an Additional Director by the Board of Directors at its meeting held on February 26, 2021 in terms of Section 161 of the Act, and Article 124 of the Articles of Association of the Company, holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying intention to propose Mr. Vynsley Fernandes (DIN: 02987818) as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**5. Appointment of and payment of remuneration to Mr. Vynsley Fernandes (DIN: 02987818) as a Managing Director and Chief Executive Officer 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 Section 2 (54), 196, 197, 198, 200 and 203 read with Part II of Schedule V of Companies Act, 2013 (“Act”), as amended from time to time and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of Members of the Company be and is hereby accorded to the appointment of Mr. Vynsley Fernandes (DIN - 02987818) as Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of three years i.e. with effect from February 26, 2021 up to February 25, 2024 upon existing terms of remuneration as approved by shareholders at its meeting held on September 30, 2020 by way of salary, perquisites and allowances as mentioned hereunder with the liberty to Nomination and Remuneration Committee/Board to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites:

- i) Remuneration: Mr. Vynsley Fernandes shall be entitled to a fixed remuneration all-inclusive of ₹ 2,40,00,000/- (Rupees Two Crore Forty Lakhs only) per annum. The Fixed remuneration excludes performance linked pay.
- ii) Performance linked variable remuneration: He will be eligible at the discretion of the Company and its Board for a performance linked variable pay of upto ₹ 60,00,000/- (Rupees Sixty lakhs only) per annum payable on assessment of performance and 100% achievement of pre-determined targets. Performance pay shall be paid on completion of appraisal period.
- iii) Additionally, he will be eligible for gratuity as per the Gratuity Act.
- iv) He will be entitled to such other benefits, amenities, facilities, and perquisites as per the rules of the Company.

**RESOLVED FURTHER THAT** the appointment of Mr. Vynsley Fernandes as MD & CEO shall automatically be treated as withdrawn and

cancelled if for any cause or reason Mr. Vynsley Fernandes ceases to be a Director/Employee of the Company.

**RESOLVED FURTHER THAT** within the limits of remuneration to be paid to Mr. Vynsley Fernandes as MD & CEO as approved pursuant to the foregoing, the Nomination and Remuneration Committee/Board be and is hereby authorized to vary at any time the components of the remuneration of Mr. Vynsley Fernandes, periodicity of payments and the terms thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during the period of his appointment, Mr. Vynsley Fernandes as MD & CEO shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this Resolution, as minimum remuneration.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee/Board be and is hereby authorized to consider and approve any revision or increase in the remuneration of Mr. Vynsley Fernandes as MD & CEO from time to time, subject to the provisions of Section 197 read with Schedule V and any other applicable provisions of the Act.

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee /Board be and is hereby authorized to do all such acts, deeds, matters and things as may considered necessary, expedient or desirable to give effect to this Resolution.”

**6. Appointment of Mr. Munesh Narinder Khanna (DIN: 00202521) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee meeting held on May 12, 2021 and approval of the Board of Directors for appointment of Mr. Munesh Narinder Khanna (DIN: 00202521) as an Independent Additional

Director of the Company w.e.f. May 13, 2021, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment, who holds office as such up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying intention to propose Mr. Munesh Khanna (DIN: 00202521) as a candidate for the office of Director of the Company be and is hereby, appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) years effective from May 13, 2021 till May 12, 2026, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

#### 7. Ratification of Cost Auditor’s Remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Members hereby ratify a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses, if any, to M/s. ABK & Associates, Cost Accountants (Firm Registration No: 000036), who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2022.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents,

applications, returns and writings as may be necessary, proper, desirable or expedient.”

#### By order of the Board of Directors

**Ashish Pandey**  
Company Secretary

Place: Mumbai  
Date: August 13, 2021

**Registered Office:**  
IN CENTRE, 49/50, MIDC, 12th Road  
Andheri (East), Mumbai - 400 093

#### Annexure I to the Notice

**As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out material facts relating to the special business mentioned under Item Nos. 4 to 7 of the accompanying Notice and should be taken as forming part of the Notice.**

#### Item No. 4:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on February 26, 2021, appointed Mr. Vynsley Fernandes as an Additional Director of the Company with immediate effect. In terms of the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) he holds office till the date of this Annual General Meeting and is eligible for re-appointment. The Company has received a notice in writing from a member under Section 160 of the Act proposing the appointment of Mr. Vynsley Fernandes as a Director of the Company.

Mr. Vynsley Fernandes is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A brief profile of Mr. Vynsley Fernandes as required to be given pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been given in **Annexure II** to this Notice.

The Board is of the view that his varied experience will be of immense value to the Company and, therefore, recommends the resolution set out at Item No. 4 of this Notice for the approval of the Members by way of an ordinary resolution.

Except Mr. Vynsley Fernandes and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, whether financially or otherwise, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

**Item No. 5:**

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on February 26, 2021 appointed Mr. Vynsley Fernandes who was holding office of Chief Executive Officer and Key Managerial Personnel, as a Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 3 (Three) years with effect from February 26, 2021 up to February 25, 2024 pursuant to provisions of Section 203 of Companies Act, 2013 and Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 on the terms of remuneration as under subject to approval of members of the Company by passing Special Resolution.

Accordingly, it is proposed to seek approval of members for appointment of and payment of remuneration to Mr. Vynsley Fernandes as MD & CEO of the Company in terms of the applicable provisions of the Act.

Brief particulars of terms of appointment of and remuneration payable to Mr. Vynsley Fernandes are as under:

- (i) **Remuneration:** Mr. Vynsley Fernandes shall be entitled to a fixed remuneration all-inclusive of ₹ 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) per annum. The fixed remuneration excludes performance linked pay.
- (ii) **Performance linked variable remuneration:** He will be eligible at the discretion of the Company and its Board for a performance linked variable pay of upto ₹ 60,00,000 (Rupees Sixty Lakhs only) per annum payable on assessment of performance and 100% achievement of pre-determined targets. Performance pay shall be paid on completion of appraisal period.
- (iii) **Additionally,** he will be eligible for gratuity as per the Gratuity Act.
- (iv) He will be entitled to such other benefits,

amenities, facilities, and perquisites as per the rules of the Company.

- (v) Mr. Vynsley Fernandes shall not be entitled to receive any sitting fees for attending any Meetings of the Board or any committee constituted by the Board.

The statement as referred to in clause (iv) of section II of part II of schedule V of the Act required to be given to the shareholders is as hereinafter:

**I. General Information:**

**1. Nature of Industry:**

NXTDIGITAL LIMITED (“NDL”) (formerly known as Hinduja Ventures Limited) is one of India’s leading digital content distribution companies delivering digital content via cable as well as through satellite through its Headend In The Sky (HITS) platform through a vast network of Local Cable Operators. It is the only integrated digital delivery Services Company providing digital distribution services through Cable, Satellite and Internet. It also provides Broadband Internet Services through its subsidiary OneOTT Intertainment Limited (ONE). It has over 5 million connected subscribers for video and over 6 lakhs subscribers for its Broadband subsidiary ONE. The Company operates through close to 10,000 Local cable operators (LCOs) across the Country and is in over 1500 locations across the Country.

**2. Date or expected date of commencement of commercial production:**

Not Applicable.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**4. Financial performance based on given indicators:**

Particulars	2018-19 ₹ in lakhs	2019-20 ₹ in lakhs	2020-21 ₹ in lakhs
<b>Sales (Gross)</b>	61,858.78	96,963.32	70739.60
<b>Profit/(loss) Before Tax</b> (From continuing operations)	(46,434.41)	2,284.87	(15169.79)
<b>Profit/(loss) Before Tax</b> (From Discontinuing operations)	(6,969.88)	(32,799.06)	317.17
<b>Profit/(loss) after tax</b> (From continuing operations)	(47,033.08)	12,706.68	(5496.05)
<b>Profit/(Loss) after tax</b> (From Discontinuing operations)	(3,926.68)	(24,376.69)	245.90
<b>Net worth</b>	<b>66,205.28</b>	<b>29,626.14</b>	<b>23319.45</b>
<b>Dividend on Equity %</b>	<b>175%</b>	<b>50%</b>	<b>40%</b>

**5. Foreign investments or collaborators, if any: NIL**

**II) INFORMATION ABOUT THE APPOINTEE**

**1. Background details:**

Mr. Vynsley Fernandes is a veteran media executive and one of India's foremost technocrats – with just under 30 years of experience in delivering and managing assignments globally - including DTH (Direct-to-Home) & HITS (Headend-In-The-Sky) platforms; digital cable networks; and news & entertainment channels.

**2. Past Remuneration:**

Mr. Vynsley Fernandes was holding position of Chief Executive Officer and Manager of NXTDIGITAL Limited with effect from August 1, 2020, to February 25, 2021. During the above period his remuneration as approved by shareholders at the Annual General Meeting held on September 30, 2020, was as under:

Fixed remuneration of ₹ 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) per annum (all-inclusive). The fixed remuneration excludes performance linked pay

Performance linked variable remuneration: Upto ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.

**3. Recognition or awards:**

Mr. Vynsley Fernandes won “CEO of the Year” award presented by World Leadership Congress in February 2021.

**4. Job Profile and his suitability:**

Mr. Vynsley Fernandes before being appointed as Managing Director & Chief Executive Officer by the Board held the position of Media Group Chief Executive Officer of NXTDIGITAL Limited with oversight of all the media businesses of the group encompassing Cable TV, HITS and Broadband. In this position he was responsible for leading the overall business and operations of the group as it continues to expand across the media spectrum.

NXTDIGITAL Limited is the flagship media business of the Hinduja Group in India; comprising digital content distribution platforms via digital cable and satellite; a broadband services provider (OneOTT Entertainment Ltd.) and a content production and distribution arm (IN Entertainment (India) Ltd.).

Mr. Fernandes is a veteran media executive and one of India's foremost technocrats – with three decades of experience in delivering and managing assignments globally - including DTH (Direct-to-Home) & HITS (Headend-In-

The-Sky) platforms; digital cable networks; and news & entertainment channels. He joined the media business of the Hinduja Group on August 1, 2018. Since then, he has been instrumental in driving a new vision for the organization and turning it around into a profitable and sustainable business. He has been associated with the Hinduja Group since 2013, first providing consulting services for the launch of the Hinduja's HITS business in India and then continuing to work with the cable and HITS platforms across multiple technology and operational functions. He has spearheaded several key projects at the media group companies – that have resulted in NXTDIGITAL Limited being considered as a leading technology and innovations-based platform.

Prior to joining the media vertical of the Hinduja Group in August 2018, he was the Executive Director at Castle Media Private Limited a leading technology, media & entertainment consulting-to-delivery firm which he co-founded in 2010. Prior to that, he had managed high profile assignments for leading blue-chip media organizations including 21st Century Fox (then News Corporation), TATA SKY, ABP News and the 9X Network. He was the Principal Consultant at TATA Sky and part of the core team responsible for rolling out India's leading DTH platform, prior to joining the 9X Network with responsibility for setting up the technology and operations of India's first HD News channel. He also served as Operations Director – responsible for launching a 3-channel news network for STAR (now ABP News). He also spent a decade at STAR India managing key technology and operations portfolios.

With an academic background in Mass Communications and Media, he is considered a thought leader in the media & entertainment space. He continues to represent the industry at various international and national forums and has several accolades to his credit.

**5. Remuneration proposed:**

The remuneration proposed is detailed in the explanatory statement. The said remuneration is also approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

**6. Comparative remuneration Profile with respect to industry, size of the Company, Profile of the position and person:**

The package is designed in order to make it comparative with the industry compensation norms in which the Company operates at a similar role profile & level. The proposed remuneration is in line with size of industry and compensation for similar talent. Currently, there are only 4-5 players apart from the Company,

operating as Multi System Operators (MSO) at national level and the Company is the only HITS operator in the Country.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel (or other Director), if any:**

Mr. Vynsley Fernandes has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director and Chief Executive Officer except as mentioned below:

Sr. No.	Name	Position	Relationship
1.	Mrs. Ruwanmali Ediriwira	Chief Technical Officer (On contract basis)	Spouse

**Other information:**

**1. Reasons of loss or inadequate profits:**

The Company recorded a loss after tax of ₹ (5250.15) lakhs for the year ended March 31, 2021. This loss is a significant improvement over the previous year loss of ₹ (11,670.01) lakhs. The losses are mainly due the significant investment made by the Company in the past for market expansion, the benefits of which have been started accruing to the Company.

The Company's net worth as on March 31, 2021 stood at a healthy amount of ₹ 23319.45 lakhs.

**2. Steps taken or proposed to be taken for improvement:**

As oner of the main components of loss is the interest cost, the Company is taking steps to reduce debt through capital infusion and sale non-use assets.

**3. Expected increase in productivity and profits in measurable terms:**

The media business in the current volatile environment due to the COVID 19 situation is not able to project a definitive measure of increase in productivity or profits. However, the Company continues to take definite steps towards maximizing revenue through growth in subscriber base and rationalization of costs.

Further details of Mr. Vynsley Fernandes have been provided in the **Annexure II** to this Notice.

The Directors recommend the resolution for your approval as a Special Resolution at Item No. 5 of this Notice.

Except Mr. Vynsley Fernandes and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, whether financially or otherwise, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

**Item No. 6:**

Mr. Munesh Narinder Khanna was appointed as a Non-Executive Independent Additional Director with effect from May 13, 2021 for a period of 5 (five) years till May 12, 2026 by the Board of Directors at its meeting held on May 13, 2021 on the recommendation of the Nomination & Remuneration Committee.

The Company has received declaration from Mr. Munesh Narinder Khanna that he meets the criteria of independence as prescribed under Section 149 (6) of the Act.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the appointment of Mr. Munesh Narinder Khanna as an Independent Director of the Company.

In the opinion of the Board, Mr. Munesh Narinder Khanna fulfils the conditions specified in the Act and Rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Brief profile of Mr. Munesh Narinder Khanna is given below:

Mr. Munesh Khanna is a Bachelor of Commerce and a rank-holder Chartered Accountant (CA) from ICAI, India.

In 1985, after completing his CA, he joined the accounting and advisory firm of Arthur Andersen in the audit division and was subsequently made partner in the tax practice before rising to become the Country Head-India of its Corporate Finance Division. In 2001, he assumed responsibility as Managing Director and Country Head of NM Rothchild and Co in India. His work experience also includes Country Head of Investment Banking at DSP Merrill Lynch and Country Leader of Corporate Finance and Restructuring at Price Waterhouse Coopers.

These work experiences have provided Mr. Munesh Khanna with a strong grounding in accounting, extensive understanding of tax and corporate affairs, and an expertise in corporate finance, strategy and business restructuring. He has been involved in complex transactions in India.

Munesh Khanna is currently a member of the Board of Gulf Oil Lubricants Ltd, JSW Energy Ltd. and JM Financial Capital Ltd. and Chairman of the Mumbai Chapter of WPO Organization in India (an international community of 33,000 Global leaders) and has previously been a Board Member of Arvind Limited and Indofil Industries Limited in the past. He has also served as a member of the national council of several professional and Industry trade bodies such as FICCI and CII and is currently also a Trustee of the Balaji Medical and Diagnostic Research Centre, which operates a 500-bed hospital in New Delhi.

Mr. Munesh Narinder Khanna is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

Considering the vast experience and professional qualifications of Mr. Munesh Narinder Khanna, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Munesh Narinder Khanna as Non-Executive Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Munesh Narinder Khanna as a Non-Executive Independent Director, for the approval by the shareholders of the Company.

Except Mr. Munesh Narinder Khanna, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 6 to the Notice.

#### **Item No. 7:**

The Board of Directors of the Company at its meeting held on May 13, 2021, on recommendation of the Audit Committee, had appointed M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), to conduct the audit of the cost records

maintained by the Company for the financial year ending March 31, 2022. M/s. ABK & Associates, Cost Accountants had submitted a letter regarding their eligibility for appointment as cost auditors.

The Board of Directors has, subject to the ratification by the Members at this Annual General Meeting, determined the remuneration of the cost auditors at ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes as applicable and reimbursement of actual out of pocket expenses, if any, incurred by them and approved by the Company in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be ratified by the Members of the Company.

Your Directors recommend the resolution set out at Item No. 7 of this Notice for ratification by the Members by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

#### **By order of the Board of Directors**

**Ashish Pandey**  
Company Secretary

Place: Mumbai  
Date: August 13, 2021

**Registered Office:**  
IN CENTRE, 49/50, MIDC, 12th Road  
Andheri (East), Mumbai - 400 093

## Annexure II to the Notice

**a) Details of Directors / Manager seeking appointment/ re-appointment/ fixation of remuneration of Director furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.**

Name of Director / Manager	Mr. Amar Chintopanth (Whole Time Director & CFO) (Retire by Rotation)	Mr. Vynsley Fernandes (Managing Director and Chief Executive Officer)	Mr. Munesh Narinder Khanna (Independent Additional Director)
DIN / PAN	00048789	02987818	00202521
Date of Birth	12-May-59	30-Jan-69	12-May-62
Age	62 Years	52 Years	59 Years
Qualification	Member of The Institute of Chartered Accountants of India	Degree in Mass Communications and Media.	Member of The Institute of Chartered Accountants of India
Expertise in specific functional area	Finance & Accounting (domestic & international) Business strategy, Taxation, Mergers & Amalgamations  - domestic and international, Risk management, compliances, and related areas.	Delivering and managing assignments globally - including DTH & HITS platforms; digital cable networks; and news & entertainment channels.	Specializes in providing strategic advice to corporates, businesses, owners and seniors managers for enhancing the value of their businesses through initiatives such as, raising resources from Capital Markets and Private Equity, Mergers & Acquisitions, divestitures and corporate restructuring.
Experience	More than 36 years	26 years	30 years
Terms and Conditions	<b>Retire by rotation:</b>  • Liable to retire by rotation.	<b>Retire by rotation:</b>  • Liable to retire by rotation.	<b>Retire by rotation:</b>  Term for five years w.e.f. May 13, 2021 to May 12, 2026  • Not liable to retire by rotation
	<b>Duties:</b>  To adhere as provided under Section 166 of the Act.	<b>Duties:</b>  • To adhere as provided under Section 166 of the Act.	<b>Duties:</b>  • To be adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act.
	<b>Code of Conduct:</b>  Abide by the Code of Conduct devised by the Company.	<b>Code of Conduct:</b>  Abide by the Code of Conduct devised by the Company.	<b>Code of Conduct:</b>  Abide by the Code of Conduct devised by the Company.
	<b>Remuneration:</b>  • Fixed remuneration all-inclusive of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum plus performance linked variable pay of ₹ 30,00,000/- (Rupees Thirty Lakhs only) per annum.	<b>Remuneration:</b>  • Fixed remuneration all-inclusive of ₹ 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) per annum plus performance linked variable pay of ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.	<b>Remuneration:</b>  • Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof.  • Reimbursement of travelling expenses and other out of pocket expenses in attending and returning from the meeting of Board of Directors or committee thereof



Name of Director / Manager	Mr. Amar Chintopanth (Whole Time Director & CFO) (Retire by Rotation)	Mr. Vynsley Fernandes (Managing Director and Chief Executive Officer)	Mr. Munesh Narinder Khanna (Independent Additional Director)
Board Membership of other listed Companies as on March 31, 2021	NIL	NIL	<ul style="list-style-type: none"> <li>Gulf Oil Lubricants India Limited</li> <li>JSW Energy Limited</li> </ul>
Date of first appointment on the Board	04-Sep-20	26-Feb-21	13-May-21
No. of shares held in Company	NIL	NIL	NIL
Relationships between Directors / KMP's inter-se	Not Applicable	Not Applicable	Not Applicable
Number of Meetings of the Board attended during the year 2020-2021	(Seven) 7	(Two) 2	Not Applicable
Directorships held in other Companies (excludes foreign companies, private companies, and alternate directorship)	<ul style="list-style-type: none"> <li>IndusInd Media &amp; Communications Limited</li> <li>ONEOTT Intertainment Limited</li> <li>IN Entertainment (India) Limited</li> </ul>	<ul style="list-style-type: none"> <li>IndusInd Media &amp; Communications Limited</li> <li>ONEOTT Intertainment Limited</li> <li>IN Entertainment (India) Limited</li> </ul>	<ul style="list-style-type: none"> <li>JM Financial Capital Limited</li> <li>Gulf Oil Lubricants India Limited</li> <li>JSW Energy Limited</li> </ul>
Membership/ Chairmanship of other Public Companies (include only Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee)	<b>Audit Committee:</b> <ul style="list-style-type: none"> <li>OneOTT Intertainment Limited</li> <li>IN Entertainment (India) Limited</li> </ul> <b>Corporate Social Responsibility Committee:</b> <ul style="list-style-type: none"> <li>IN Entertainment (India) Limited</li> </ul>	NIL	<b>Audit Committee:</b> <ul style="list-style-type: none"> <li>Gulf Oil Lubricants India Limited</li> </ul>

## Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, and January 13, 2021 (collectively referred to as “**MCA Circulars**”) and Securities & Exchange Board of India (SEBI) vide its circular dated 12 May 2020 and 15 January 2021 permitted the holding of the Annual General Meeting (“**AGM**”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**the Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the special business set out at Item Nos. 4 to 7 of this Notice is annexed as **Annexure I**. The relevant details as required under Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (“**SS-2**”), in respect of Director seeking reappointment under Item No. 3. of Notice at this AGM is annexed as **Annexure II**.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Dividend on equity shares for the financial year ended March 31, 2021, as recommended by the Board of Directors, if approved at the AGM, will be paid on or before October 27, 2021, as under:
 

In respect of equity shares held in physical form, to all those Members whose names are on the Company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday September 20, 2021.

In respect of equity shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose, as of the close of business hours on Monday, September 20, 2021.
5. The Register of Members and the Share Transfer Books of the Company will remain closed From Tuesday, September 21, 2021 to Tuesday, September 28, 2021 (both dates inclusive).
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, KFin Technologies Private Limited (“**KFIN**”) (formerly known as Karvy Fintech Private Limited) for assistance in this regard.
7. To support the ‘**Green Initiative**’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with KFIN in case the shares are held by them in physical form.
8. Members holding shares in demat form are hereby informed that bank registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend.
9. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialized form; and in case, shares are held in physical form to the Company’s Registrar and Share Transfer Agent (RTA), KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot Nos. 31 & 32 | Financial District, Nanakramguda | Serilingampally Mandal | Hyderabad - 500032 | India P: +91 40 6716 1525,
 

**E-mail:** [premkumar.nair@kfintech.com](mailto:premkumar.nair@kfintech.com) or [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s RTA, KFIN to provide efficient and better services for payment of dividend.

10. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid/claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members who have so far not encashed their dividend warrants for the financial year 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 and 2019-20 are requested to make their claims forthwith to KFIN.
11. Pursuant to provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“**IEPF Rules**”), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“**IEPF**”).

Details of Unpaid/ unclaimed dividend transferred to IEPF are as under:

Sr. No.	Unpaid / Unclaimed dividend for financial year	Date of Transfer	Amount transferred to IEPF (₹)
1	2005-2006	November 27, 2014	2,95,910
2	2007-2008 (Interim)	June 10, 2015	2,34,930
3	2008-2009	September 20, 2016	2,16,310
4	2009-2010	September 14, 2017	1,78,520
5	2010-2011	September 28, 2018	2,20,313
6	2011-2012	October 01, 2019	3,25,785
7	2012-2013	September 15, 2020	2,66,780

12. The Members at the Twenty Ninth Annual General Meeting of the Company held on September 22, 2014, had declared a final dividend of ₹ 15/- per share for the financial year ended March 31, 2014. The unclaimed/unpaid dividend for the financial year 2013-14 amounting to ₹ 3,58,740/- (Rupees Three Lacs Fifty Eight Thousand Seven Hundred Forty Only), which remained unpaid/ unclaimed for a period of 7 years from the date of transfer into Unpaid Dividend Account is liable to be transferred to Investor Education Protection Fund (“**IEPF**”) in October, 2021. The unclaimed / unpaid dividend declared for the financial year 2013-14 and corresponding shares on which dividend has remained unpaid/ unclaimed for the past seven consecutive years aggregating to 896 shares shall be transferred by the Company to IEPF in October, 2021. The Company has also uploaded the details of unpaid and unclaimed amounts lying with Company (i.e. date of last AGM of the Company) on the website of the Company i.e. [www.nxtdigital.co.in](http://www.nxtdigital.co.in) and also filed the same with Ministry of Corporate Affairs.
13. In the event of transfer of unclaimed dividend and shares to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in).
14. The voting rights on the shares lying with the IEPF shall remain frozen until the rightful owner of such shares claims the shares.
15. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit the PAN and Bank Account details to KFIN/ Company by sending a duly signed letter along with self- attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/ statement attested by bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or KFIN, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
17. Members holding shares in single name are advised to avail the nomination facility by filing Form SH- 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company or KFIN. Blank forms will be

supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.

18. Any query relating to financial statements must be sent to the Company's registered email id at [investorgreivances@nxtdigital.in](mailto:investorgreivances@nxtdigital.in) or at the Company's registered office at least seven days before the date of the AGM.
19. In compliance of section 101 and 136 of the Act, read together with the Rules made thereunder alongwith MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.nxtdigital.co.in](http://www.nxtdigital.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
20. Members who hold shares in physical form and have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
21. Members holding shares in dematerialized mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
22. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. All documents referred to in the Notice and accompanying explanatory statement are available for inspection through electronic mode on the basis of the request being sent on [investorgreivances@nxtdigital.in](mailto:investorgreivances@nxtdigital.in) up to last working day prior to the date of the AGM i.e. September 27, 2021.
24. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The shareholders are requested to update their PAN with the Company/ KFIN (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by 6:00 p.m. IST on September 27, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The aforesaid declarations and documents need to be submitted by the shareholders by 6:00 p.m. IST on September 27, 2021.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
26. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and 110 of the Act and the Rules made there under, the Members are provided with the facility to cast their votes electronically instead of dispatching or delivering the Postal Ballot Form. The Company has engaged the services of National Securities Depositories Limited ("NSDL") for providing e-voting facility to its Members.
27. Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), has been appointed by the Company as the Scrutinizer to scrutinize the remote e-voting process at the AGM in a fair and transparent manner.
28. **Voting through electronic means:**

**Process for members opting for remote e-voting:**

**INSTRUCTION FOR E-VOTING AND JOINING THE AGM:**

**(A) VOTING THROUGH ELECTRONIC MEANS**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c) The remote e-voting period begins on Friday, September 24, 2021 (at 9.00 a.m. IST) and ends on Monday, September 27, 2021 (at 5.00 p.m IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 21, 2021 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by Shareholder, the Shareholder shall not be allowed to change it subsequently. The Members, whose names appear

in the Register of Members/Beneficial Owners as on the record date Monday September 20, 2021 will be eligible for Dividend. The Members, whose names appear in Register of Members/Beneficial Owners as on Tuesday, September 21, 2021 (cut-off date), may cast their vote electronically through e-voting. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 21, 2021.

- d) Any person holding shares in physical form and nonindividual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 21, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 21, 2021, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

### How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>
	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you



are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN - 117828" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rupal@csrdj.com](mailto:rupal@csrdj.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorgrievances@nxtdigital.in](mailto:investorgrievances@nxtdigital.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorgrievances@nxtdigital.in](mailto:investorgrievances@nxtdigital.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investorgrievances@nxtdigital.in](mailto:investorgrievances@nxtdigital.in). The same will be replied by the Company suitably either in advance or at the time of AGM.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. **SPEAKER SHAREHOLDER REGISTRATION:**  
Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/ Folio number, PAN, mobile number at [investorgrievances@nxtdigital.in](mailto:investorgrievances@nxtdigital.in) from Tuesday, September 21, 2021 (9.00 a.m. IST) to Friday, September 24, 2021 ( 5.00.p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions question during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).