

September 08, 2020

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

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

SUB: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Notice of the Thirty Fifth Annual General Meeting of the Company.

Dear Sir/ Madam

We are forwarding herewith the Notice of the Thirty Fifth Annual General Meeting of the Members of the Company to be held on **Wednesday , September 30, 2020 at 3:00 p.m.** by means of Video Conferencing (“VC”) / Other Audio Visual means (“OAVM”) on account of outbreak of COVID-19 pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing to its members the facility to cast their votes by electronic means on all resolutions set forth in the Notice. The instructions of e-voting are mentioned in the said notice.

The cut-off date for the purpose of remote e-voting has been fixed, **Wednesday, September 23, 2020**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut- off date **Wednesday, September 23, 2020**, shall be entitled to avail the facility for remote e-voting.

Kindly take the same on your record.

Thanking You,

Yours Faithfully

For NXTDIGITAL LIMITED
(formerly known as Hinduja Ventures Limited)

SD/-
Ashok Mansukhani
Managing Director
DIN: 00143001
Place: Mumbai.
Encl: as above


(Formerly known as Hinduja Ventures Limited)

Registered Office: IN CENTRE, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.
T: +91 - 22 - 2820 8585 W: www.nxtdigital.co.in CIN. No.: L51900MH1985PLC036896





NXTDIGITAL LIMITED

(formerly known as Hinduja Ventures Limited)

(CIN: L51900MH1985PLC036896)

Regd. Office: IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai-400 093.

Phone No. 022-66910945 email id : investorgrievances@nxtdigital.in;

website: www.nxtdigital.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NXTDIGITAL LIMITED (FORMERLY KNOWN AS HINDUJA VENTURES LIMITED) WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 3:00 P.M. INDIAN STANDARD TIME (“IST”). THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) ON ACCOUNT OF OUTBREAK OF COVID-19 (CORONAVIRUS) PANDEMIC AND IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, 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, 2020, together with the Report of the Board of Directors and the Auditors thereon.
2. To declare a final dividend of ₹ 5 per equity share (Face value of ₹ 10/- each) for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr. Sudhanshu Tripathi (**DIN:06431686**), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with the Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee, **M/s. Haribhakti & Co.**

LLP Chartered Accountants (Firm Registration No. 103523W/W100048) be and is hereby appointed as Statutory Auditors of the Company for the first term of five consecutive years commencing from the conclusion of this **Thirty Fifth Annual General Meeting** till the conclusion of **Fortieth Annual General Meeting** at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution.”

SPECIAL BUSINESS:

5. **Re-appointment of Ms. Bhumika Batra as an Independent Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) along with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Ms. Bhumika Batra (**DIN: 03502004**) who was appointed as an Independent Director at the Thirtieth Annual General Meeting of the Company and who holds office up to March 10, 2020 and who is eligible for re-appointment and who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and

Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of the Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years, from March 11, 2020 to March 10, 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Extension of terms of Appointment of Mr. Ashok Mansukhani (DIN :00143001) - Managing Director and Key Managerial Personnel 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 2 (54),196,197,198, 200 and 203 read with Part II of Schedule V of Companies Act, 2013 (the “Act”), as amended from time to time and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of the shareholders be and is hereby accorded to the extension of terms of appointment of Mr. Ashok Mansukhani (DIN: 00143001), as Managing Director and Key Managerial Personnel of the Company with effect from April 29, 2020 till the conclusion of this Thirty-Fifth Annual General Meeting upon the terms and conditions including payment of remuneration by way of salary, perquisites and allowances as set out in the statement annexed to the notice convening this meeting with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of his extension of terms of appointment, Mr. Ashok Mansukhani 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 within the limits of remuneration to be paid to Mr. Ashok Mansukhani as approved pursuant to the foregoing, the Nomination and Remuneration Committee be and is hereby authorized to vary at any time the components of remuneration of Mr. Ashok Mansukhani, periodicity of payments and the terms thereof.

RESOLVED LASTLY THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution.”

7. Appointment of Mr. Amar Chintopanth (DIN:00048789) as Director.

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 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. Amar Chintopanth (DIN: 00048789) who was appointed as an Additional Director on September 04, 2020 in terms of Section 161 of the Companies Act, 2013 and Article 124 of the Articles of Association of the Company and who 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 Companies Act, 2013 proposing his candidature 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 the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Appointment of Mr. Amar Chintopanth as Whole Time Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2 (54),196,197,198, 200 and 203 read with Part II of Schedule V of Companies Act, 2013 (the “Act”), as amended from time to time and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of the shareholders be and is hereby accorded to the appointment of Mr. Amar Chintopanth (**DIN:** 00048789) as Whole Time Director, Key Managerial Personnel and Chief Financial Officer of the Company for a period of Three years with effect from September 4, 2020 to September 3, 2023 upon the terms and conditions including payment of remuneration by way of salary, perquisites and allowances as set out in the statement annexed to the notice convening this meeting with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites.

RESOLVED FURTHER THAT the appointment of Mr. Amar Chintopanth as an Whole Time Director shall automatically be treated as withdrawn and cancelled if for any cause or reason Mr. Amar Chintopanth ceases to be a Director/Employee of the Company.

RESOLVED FURTHER THAT within the limits of remuneration to be paid to Mr. Amar Chintopanth as approved pursuant to the foregoing, the Nomination and Remuneration Committee / Board of Directors be and is hereby authorized to vary at any time the components of the remuneration of Mr. Amar Chintopanth, 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. Amar Chintopanth 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. Amar Chintopanth from time to time, subject to the provisions of Section 197 read with Schedule V and any other applicable provisions of the Act.

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

9. Appointment of Mr. Vynsley Fernandes as Manager.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with schedule V of the Act and the rules made thereunder, including any statutory modification thereof, or any other law and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard, the Company hereby accords its approval for appointment of Mr. Vynsley Fernandes (**PAN:** AAAPF7681G) who is Chief Executive Officer and Key Managerial Personnel as Manager for a period of Three years with effect from conclusion of Thirty-Fifth Annual General Meeting i.e. September 30, 2020 to September 29, 2023 on such terms and conditions as set out in the explanatory statement attached hereto with liberty and authority to the Nomination and Remuneration Committee / Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT within the limits of remuneration to be paid to Mr. Vynsley Fernandes as approved pursuant to the foregoing, the Nomination and Remuneration Committee / Board of Directors 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 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 from time to time, subject to the provisions of Section 197 read with Schedule V and any other applicable provisions of the Act.

RESOLVED LASTLY THAT Nomination and Remuneration Committee / Board of Director thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered

necessary, expedient or desirable to give effect to this Resolution.”

10. Modification in Borrowing Limits

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

“**RESOLVED THAT** in supersession of the Special Resolution passed by the members at the 29th Annual General Meeting held on September 22, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money as it may deem fit for the purpose of business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be so borrowed by the Board of Directors shall not exceed the sum of ₹ 2,000 crores (Rupees Two Thousand Crores only) at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

11. Increase in the limit on Sale, Mortgage or Creation of Charge on the assets of the Company.

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

“**RESOLVED THAT** in supersession of the Special Resolution passed by the members on June 22, 2015 through postal ballot and pursuant to

Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and any Rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any committee constituted by the Board or any person (s) authorized by the Board) to mortgage and/ or charge in such form, manner and ranking and on such terms as the Board may deem fit, all the moveable and immoveable properties of the Company, present and future wheresoever in favor of Financial/ Investment Institution(s) / Bank(s)/ Trustees / Bodies Corporates / such other person(s) to secure the debenture/ bonds/ such other underlying instruments issued or proposed to be issued, loan(s) and/ or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of the aforementioned securities and/ or the loan agreement entered into or proposed to be entered into by the Company, up to the ceiling limit of ₹ 2,000 crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose and is hereby authorised to finalise and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.”

12. 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

goods and service tax 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, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution.”

13. Raising of funds.

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board

or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby accorded to Board to create, issue, offer and allot from time to time in one or more public or private offering by public issue, rights issue or any other issue including Qualified Institutions Placement pursuant to Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (SEBI Regulations), or otherwise, in the domestic or one or more international markets, any Securities including equity or any other kind of shares and / or convertible bonds and / or securities convertible into equity shares with or without detachable / non-detachable warrants with a right exercisable by the warrant holder to subscribe for the equity shares and / or warrants with an option exercisable by the warrant holder to subscribe for equity shares, and / or any instrument or securities representing either equity shares and / or convertible security linked to equity shares at the option of the Company directly or through, American Depository Receipts (ADRs) / Global Depository Receipts (GDRs) / any other Depository Receipts (DRs), Foreign Currency Convertible Bonds (FCCBs) representing any type of securities (all of which are hereinafter collectively referred to as “Securities”) subscribed in Indian and / or foreign currency(ies) through an offer document and/or placement document and/ or prospectus and/or offer letter and/or offering circular to investors including but not limited to (resident and / or non-resident and / or strategic investors and / or institutions and / or banks and / or corporate bodies and / or trustees / Foreign Institutional Investors (FII) / Qualified Institutional Buyers / Mutual Funds / pension funds / venture capital funds and such other persons or entities), whether or not such investors are members of the Company, in such manner and on such terms and conditions as the Board may deem appropriate at its absolute discretion and the issue and allotment of Securities to all or any of them jointly or severally, which shall be at such time or times and at such price or prices and in such tranche or tranches as the Board may in its absolute discretion deems fit provided that the aggregate issue amount of Securities to be issued shall not exceed ₹ 5,000,000,000/- (Rupees Five Hundred Crores Only) inclusive of such premium as may be payable on the Securities.

RESOLVED FURTHER THAT in the event the Company proposes to issue Securities through preferential issue, the 'Relevant Date' in accordance with the SEBI Regulations shall be the date being 30 days prior to the date of this Annual General Meeting or such other date as may be prescribed.

RESOLVED FURTHER THAT without prejudice to the generality of above, the aforesaid issuance of Securities shall be subject to such terms or conditions as are in accordance with prevalent market practice and applicable Laws and Regulations, including but not limited to, the terms and conditions relating to dividend, premium on redemption, the terms for issue of additional Shares or variations in the price or period of conversion of Securities into Equity Shares or terms pertaining to voting rights or options for redemption of Securities.

RESOLVED FURTHER THAT the Company and / or any agencies or bodies authorized by the Board may issue depository receipts or certificates representing the underlying equity shares in the share capital of the Company or such other Securities in such form and with such features and attributes as may be required, proper, prevalent expedient or usual and to provide tradability and transferability thereof (including listing of security on one or more stock exchanges within or outside India) as the Board deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted upon conversion of any Securities referred to above as may be necessary in accordance with the terms of offering, and that the Equity Shares so allotted shall rank in all respects pari passu with the existing Equity Shares of the Company or shall rank in such manner as is prescribed by or provided for or in accordance with the terms of the offering.

RESOLVED FURTHER THAT subject to the approval(s), consent(s), permission(s) and sanction(s) stated above, the Company be and is hereby authorized to retain over subscription / green shoe issue option amount as may be permissible under the applicable statutes and regulations and the Board be and is hereby authorized to decide at its discretion the quantum of over subscription to be retained as also any other question arising in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds,

matters and things and to decide upon, as it may at its discretion deem necessary, expedient, proper or desirable in relation to all or any or any of the aforesaid purposes to execute such documents or writings as it may consider necessary or proper and in pursuance of this Resolution and also including, without limitation to the generality thereof, utilization of issue proceeds, finalizing pricing, terms and conditions relating to issue of Securities including amendments or modifications thereto as may be deemed fit by the Board, signing, execution and issue of consolidated receipt(s) for Securities, listing application, various agreements such as subscription agreement, depository agreement, trustee agreement, undertaking, deed, declaration, letters and all other documents and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering or allotment of Securities or anything in relation thereto, (including but not limited to the post issue formalities) and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements / agreements as may be required or expedient for appointing managers (including lead managers), merchant bankers, underwriters, financial and /or legal advisors, tax advisors, consultants, depositories, custodians, principal paying / transfer / conversion agents, listing agents, registrars, trustees and all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all such agencies including the payment of commission, brokerage, fee or the like".

By order of the Board of Directors

Hasmukh Shah
Company Secretary

Place: Mumbai

Date: September 4, 2020

Registered Office:

IN Centre, 49/50, MIDC, 12th Road
Andheri (East), Mumbai - 400 093.

NOTES:

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. 5 to 13 of the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No 4 is also furnished and should also be taken as forming part of the Notice.

Item No. 4:

The provisions of Section 139 of the Companies Act, 2013 (“**the Act**”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, inter alia provides for appointment of an Audit firm as Company’s Auditor for two (2) terms of five (5) consecutive years.

The present Statutory Auditors, M/s. Deloitte Haskins & Sell LLP Chartered Accountants Firm Registration No. 117366W/W-100018) will hold office up to the ensuing Annual General Meeting and are not eligible for re-appointment as Statutory Auditors of the Company as per the provisions of the Act. Accordingly, the Board of Directors at its meeting held on July 31, 2020 and after considering the recommendations of the Audit Committee, had recommended the appointment of, **M/s. Haribhakti & Co. LLP** Chartered Accountants (Firm Registration No. 103523W/W100048) as Statutory Auditors of the Company. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of Thirty-Fifth Annual General Meeting till the conclusion of Fortieth Annual General Meeting.

M/s. Haribhakti & Co. LLP Chartered Accountants came into beginning of 1954 and since then has expanded to cover wide array of services.

M/s. Haribhakti & Co. LLP Chartered Accountants have consented to the aforesaid appointment and confirmed that their appointment, if made, shall be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of the Act and the rules made thereunder.

The remuneration of the Statutory Auditors shall be as decided by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and the same shall be billed progressively.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. **Haribhakti & Co. LLP**, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration set out at Item No. 4 of this Notice.

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. 4 of this Notice.

Item No. 5:

The members of the Company at the Thirtieth Annual General Meeting held on September 23, 2015 had approved the appointment of Ms. Bhumika Batra (**DIN**: 03502004) as an Independent Director of the Company for a term of 5 (five) consecutive years, from March 11, 2015 to March 10, 2020.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director. The Company has received a declaration from Ms. Bhumika Batra to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

The Board of Directors at its meeting held on February 03, 2020 based on the recommendation of Nomination and Remuneration Committee appointed Ms. Bhumika Batra as an Independent Director of the Company for a second term commencing from March 11, 2020, to March 10, 2025 in terms of provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI Listing Regulations.

Ms. Bhumika Batra is a law graduate and an eminent Company Secretary, and she is also an Associate Partner of M/s Crawford Bayley & Co., a well-known firm of solicitors and advocates and possesses over 10 years’ experience in Secretarial & legal practice, specializing in Corporate Law.

Ms. Bhumika Batra was a Recipient of scholarship from London School of Economics for Master’s in Law.

Further details of Ms. Bhumika Batra has been provided in the **Annexure II** to this Notice.

In the opinion of the Board, Ms. Bhumika Batra fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director

and is independent of the management of the Company.

The terms and conditions of her appointment can be viewed on the website of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Bhumika Batra as an Independent Director. Accordingly, the Board, based on the performance evaluation of Ms. Bhumika Batra and as per the recommendation of the Nomination and Remuneration Committee, recommends the resolution in relation to appointment of Ms. Bhumika Batra as an Independent Director, for the approval by the Members of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Bhumika Batra as an Independent Director is now being placed before the Members for their approval. The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

Except Ms. Bhumika Batra and Mr. Prashant Asher and their relatives, 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. 5 of this Notice.

Item No. 6:

The members of the Company at the Thirty Third Annual General Meeting of the Company held on 24th September, 2018 have accorded to the appointment and terms of payment of remuneration to Mr. Ashok Mansukhani (**DIN: 00143001**), as Managing Director of the Company for a period of two (2) years with effect from April 30, 2018 to April 29, 2020 upon the terms and conditions including payment of remuneration by way of salary, perquisites and allowances with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites.

The Nomination and Remuneration Committee at its meeting held on 29th April, 2020 recommended to the Board to extend the term of appointment of Mr. Ashok Mansukhani (**DIN : 00143001**) as the Managing Director and Key Managerial Personnel of the Company, pursuant to the provisions of Section 203 of Companies Act 2013 and Rule 8 and Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period from 30th April 2020 till the conclusion of Thirty Fifth Annual General Meeting of the Company to be held for the Financial Year ended 31st March, 2020 on the same terms of remuneration subject to approval of

members of the Company by passing special resolution.

Accordingly, it is proposed to seek approval of the members for the extension of terms of appointment of Mr. Ashok Mansukhani as Managing Director of the Company up to the conclusion of this AGM, in terms of the applicable provisions of the Act.

Brief particulars of the extension of terms of appointment of and remuneration payable to Mr. Ashok Mansukhani are as under:

A. Remuneration:

The Managing Director's fixed annual remuneration, on a Cost to Company basis will be ₹ **1,35,00,000/- (Rupees One Crore Thirty-Five Lakhs Only)** including basic salary, allowances, perquisites etc.

Additional entitlement will include benefits as per the Company policy applicable to senior management (medical reimbursement etc.)

Any increments and long-term incentive earnings will be decided by the Nomination and Remuneration Committee, based on Company's performance and individual contribution as per its annual calendar.

B. Perquisites:

- 1. The fixed remuneration** mentioned in clause A1 will be inclusive of basic perquisites and allowances and retirals except as mentioned in clause A2.
- 2. The ceiling for perquisites and allowances** will be the sum remaining in fixed salary after deducting Basic salary and retirals. Travel concessions for self and family, club fees, medical and term insurance, etc., as per Company's Policy applicable to the senior management personnel of the Company or as may be agreed to by the Board of Directors (including a committee thereof) and Mr. Ashok Mansukhani.
- 3. For taxation purposes,** perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances. Adequate communication facilities at residences shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- 4. Retirals** within overall CTC limits as mentioned in

clause A1 will be computed as follows:

- a) Company's contribution to Provident Fund calculated @12% of basic salary.
 - b) Company's contribution to Superannuation Fund @ 15% of basic salary and commission.
5. **Gratuity** will be payable as per rules of the Company and will not form a part of CTC.
6. **Leave Encashment:** Encashment of leave at the end of the tenure, or in the interim will follow Company policy, subject to an accumulation limit agreed by the Board / Nomination and Remuneration Committee. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

The proposed remuneration of Mr. Ashok Mansukhani is within the limit as mentioned under Section 197(1) of the Act read with Part II of Section I of Schedule V of the Act.

Your Directors recommend the resolution set out at Item No. 6 of this Notice for the extension of terms of appointment of Mr. Ashok Mansukhani as Managing Director of the Company and payment of remuneration by way of a special resolution.

Except Mr. Ashok Mansukhani, 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. 6 of this Notice.

Statement containing required information as per Part II of Section II of Schedule V of the Act.

I) GENERAL INFORMATION:

A) Nature of Industry

NXTDIGITAL LIMITED (“NDL”) (formerly known as Hinduja Ventures Limited) on demerger of media and communication undertaking of its Subsidiary Company namely IndusInd Media & Communication Limited in to the Company pursuant to approval of Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated August 21, 2020 wherein the principal business of Media and Communications in the Cable TV distribution business through both the traditional cable platform and the Headend-in-the-Sky (“HITS”) platform. The Company operate in all the state and union territories of the Country. The

Company has 1,500 + points of Presence in India covering 2000 + Pincodes in the country.

B) Date of commencement of commercial production:

Not Applicable.

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

Not Applicable.

D) Financial performance based on given indicators:

Particulars	2017-18 ₹ in lakhs	2018-19 ₹ in lakhs	2019-20 ₹ in lakhs
Sales (Gross)	25,355.88	61,858.78	96,963.32
Profit/(loss) Before Tax	16,679.84	-46,434.41 (from continuing operations)	2,284.87 (from continuing operations)
Profit/(loss) Before Tax		-6,969.88 (from Dis continuing operations)	-32,799.06 (from Dis continuing operations)
Profit/(loss) after tax	9,705.47	-47,033.08 (from continuing operations)	12,706.68 (from continuing operations)
Profit/(Loss) after tax		-3,926.68 (from Discontinuing operations)	-24,376.69 (from Discontinuing operations)
Net worth	2,03,511.99	66,205.28	29,626.13
Dividend on Equity %	175%	175%	50%

E) Export performance and net foreign exchange collaborations:

During the Financial Year 2019-20, there is no Export performance and no Foreign Exchange Collaborations.

F) Foreign investments or collaborators, if any:

The Company has a technology collaboration agreement with Kudelski, S.A Switzerland for implementation of conditional Access Systems. Kudelski, S.A Switzerland is holding 0.51% stake in the equity share capital of the Company. The Company does not hold any foreign investment.

II) INFORMATION ABOUT THE APPOINTEE

a) Background Details:

Mr. Ashok Mansukhani is an experienced professional with vast experience in Taxation/ Media and Entertainment and Corporate Governance/Law.

He has worked in all wings of radio/print and television media including All India Radio as a reporter/Door darshan; as an anchor on Door darshan and as a sub editor/reporter in the Times of India in the early 70s.

In 1975, he was appointed to the Indian Revenue Service (**Income Tax Wing**) and served the Government in various senior tax responsibilities for over two decades both as an assessing officer, deputy commissioner and Additional Commissioner.

In 1992, he was seconded to Door darshan as Deputy Director General Administration and later as Internal Financial Adviser. As DDG Administration he supervised administration of over 900 TV installations all over India and took care of the human resource needs of over 20000 employees.

In the 4-year period, he helped Door darshan to launch over 20 regional language satellite channels and helped Door darshan to upgrade its technological capacity to meet the onslaught of satellite TV.

In 1996, he joined the Hinduja Media Group and for the past 24 years has handled a variety of senior operational and corporate responsibilities in the Hinduja Media Group and has served Group Headquarters as Executive Vice President to the Chairman of the Group for many years.

He has been associated with IndusInd Media & Communications Limited in various role functions since 1996 from Chief Operating Officer to Executive Director.

In 2017-2018, he was appointed Managing Director of IndusInd Media & Communications Limited ("**IMCL**") - India's largest independent Multi System Cable Operator and India's only functioning Headend-in-the Sky platform NXTDIGITAL. In this role he engineered a massive spread of high- quality digital cable signals through the HITS platform to over 2000 additional pin codes in 1000 towns over the length and breadth of Rural India consolidating the In Digital cable networks in urban and metro networks. Currently he is Non-Executive Vice Chairman of IMCL.

Has been part of NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited)

for past 19 years. He was elevated as Whole Time Director of NXTDIGITAL in April 2012.

For the past two years he is the Managing Director of NXTDIGITAL LIMITED from April 2018 which has a substantial stake in IMCL and the other Hinduja Media Group companies.

His priorities have included ensuring smooth digital rollout of Indian TV services "back on track", push for promotion of digitization and increased education of consumers and working towards bringing other segments of the media and entertainment sector, including regulators and policy-makers together so a conducive environment for a mature multi- media business can be created.

He also serves on the Boards of other companies of the Hinduja Media Group and offer group advisory support in corporate governance and tax spheres whenever required by group companies.

He continuously tracks major corporate and regulatory developments which is helping the Hinduja group companies on improving corporate governance norms on an ongoing basis.

b) **Past Remuneration:**

Remuneration paid was ₹ 1.35 Crores per annum for the financial year 2019-20 on cost to company basis.

c) **Recognition or Awards:**

Nothing specific to mention.

d) **Job Profile and his Suitability:**

Mr. Ashok Mansukhani is an experienced professional with vast experience in Taxation/ Media and Entertainment and Corporate Governance/Law.

He has worked in all wings of radio/print and television media including All India Radio as a reporter/Door darshan; as an anchor on Door darshan and as a sub editor/reporter in the Times of India in the early 70s.

In 1975, he was appointed to the Indian Revenue Service (**Income Tax Wing**) and served the Government in various senior tax responsibilities for over two decades both as an assessing officer, deputy commissioner and Additional Commissioner.

In 1992, he was seconded to Door darshan as Deputy Director General Administration and later as Internal Financial Adviser. As DDG Administration he supervised administration of over 900 TV installations all over India and took care of the human resource needs of over 20000 employees.

In the 4-year period, he helped Door darshan to launch over 20 regional language satellite channels and helped Door darshan to upgrade its technological capacity to meet the onslaught of satellite TV.

In 1996, he joined the Hinduja Media Group and for the past 24 years has handled a variety of senior operational and corporate responsibilities in the Hinduja Media Group and has served Group Headquarters as Executive Vice President to the Chairman of the Group for many years.

He has been associated with IndusInd Media & Communications Limited in various role functions since 1996 from Chief Operating Officer to Executive Director.

In 2017-2018, he was appointed Managing Director of IndusInd Media & Communications Limited (“**IMCL**”) - India’s largest independent Multi System Cable Operator and India’s only functioning Headend-in-the Sky platform NXT Digital. In this role he engineered a massive spread of high- quality digital cable signals through the HITS platform to over 2000 additional pin codes in 1000 towns over the length and breadth of Rural India consolidating the In Digital cable networks in urban and metro networks. Currently he is Non-Executive Vice Chairman of IMCL.

Has been part of NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) for past 19 years. He was elevated as Whole Time Director of NXTDIGITAL in April 2012.

For the past two years he is the Managing Director of NXTDIGITAL LIMITED from April 2018 which has a substantial stake in IMCL and the other Hinduja Media Group companies.

His priorities have included ensuring smooth digital rollout of Indian TV services “back on track”, push for promotion of digitization and increased education of consumers and working towards bringing other segments of the media

and entertainment sector, including regulators and policy-makers together so a conducive environment for a mature multi- media business can be created.

He also serves on the Boards of other companies of the Hinduja Media Group and offer group advisory support in corporate governance and tax spheres whenever required by group companies.

He continuously tracks major corporate and regulatory developments which is helping the Hinduja group companies on improving corporate governance norms on an ongoing basis.

e) **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.

f) **Comparative remuneration with respect to industry, size of the Company, profile of the position and person:**

The proposed remuneration is below the prevailing remuneration in the industry of similar size for similarly placed persons.

g) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Mr. Ashok Mansukhani 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. As on date he holds 500 shares in the Company in his personal capacity.

III) OTHER INFORMATION:

a) **Reasons of loss or inadequate profits:**

- The loss from discontinued operations as per Financial Statements as on March 31, 2020 works out ₹ 24,377 Lakhs. The Company discontinued its Treasury & Investment segment by disposing off almost all the assets which constituted this segment and retired all the loans against these assets.
- On standalone basis Company earn profit after tax of ₹ 12,707 Lakhs for the year ended March 31, 2020 from continuing operation.

The Company's net worth as on March 31, 2020 on a standalone basis stood at a very healthy amount of ₹ 29,626 Lakhs.

b) Steps taken or proposed to be taken for improvement:

- By virtue of a scheme of arrangement between the Company and its subsidiary IndusInd Media & Communications Limited sanctioned by the National Company Law Tribunal ("NCLT"), the Cable TV and Head End in the Sky business of IMCL have been demerged into the Company with Appointed Date of October 1, 2019.
- Being a "Common Control" transaction under Indian Accounting Standards. (IND-AS) the figures for the previous full-year have also been restated since the earliest reporting date, as per the relevant Accounting Standard, is April 1, 2018.
- ONEOTT Entertainment Limited, a Company engaged in providing broadband services, became a subsidiary of the Company.
- The Company discontinued its Treasury & Investment segment by disposing of almost all the assets which constituted this segment and retired all the loans against these assets.

The Board of the Company take suitable decisions from time to time to improve the performance of the Company, which would help the Company to achieve better results in terms of growth and profitability.

c) Expected increase in productivity and profits in measurable terms:

The above measure undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

Further details of Mr. Ashok Mansukhani 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. 6 of this Notice.

Except Mr. Ashok Mansukhani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

Item No. 7:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on September 4, 2020, appointed Mr. Amar Chintopanth as Additional Director of the Company with effect from September 4, 2020. In terms of the provisions of Section 161(1) of the Act, and he holds office till the date of this Annual General Meeting and is eligible for reappointment. As required under Section 160 of the Act, the Company has received a notice in writing from a member along with the deposit of requisite amount proposing the candidature of Mr. Amar Chintopanth for the office of Director of the Company.

Mr. Amar Chintopanth 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. Amar Chintopanth 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.

Your Director recommends the resolution set out at Item No. 7 of this Notice for the approval of the Members by way of an ordinary resolution.

Except Mr. Amar Chintopanth and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 7 of this Notice.

Item No. 8:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on September 4, 2020, appointed Mr. Amar Chintopanth who holds office as Chief Financial Officer and Key Managerial Person as a Whole Time Director, Key Managerial Personnel and Chief Financial Officer of the Company for a period of Three years with effect from September 4, 2020 to September 3, 2023 pursuant to provisions of Section 203 of Companies Act 2013 and Rule 8 and Rule 8A of Companies (Appointment and 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 and payment of Remuneration to Mr. Amar Chintopanth as Whole Time Director, Key Managerial Personnel and Chief Financial Officer of the Company, in terms of the applicable provisions of the Act.

Brief particulars of the of terms of appointment of and remuneration payable to Mr. Amar Chintopanth are as under:

- (i) **Remuneration:** Mr. Amar Chintopanth shall be entitled to a fixed remuneration all-inclusive of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum. The Fixed remuneration excludes performance linked pay.
- (ii) **Performance linked variable remuneration:** He will be eligible in the discretion of the Company and its Board for a performance linked variable pay of ₹ 30,00,000 (Rupees Thirty 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) His office of appointment as Whole Time Director shall be liable for retirement by rotation and reappointment as such shall not constitute a break in his appointment as a Whole Time Director during the tenure of his appointment.
- (vi) Mr. Amar Chintopanth shall not be entitled to receive any sitting fees for attending any Meetings of the Board or any committee constituted by the Board.

In terms of clause B of section II of part II of schedule V of the Companies Act, 2013, subject to the approval of the members by way of special resolution, the Company is permitted to pay the aforesaid remuneration to Mr. Amar Chintopanth without the Central Government approval as he fulfils the conditions mentioned therein i.e. he is functioning in a professional capacity and does not hold any shares directly or indirectly in the Company and is not related to the promoters/directors of the Company and possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

The statement as referred to in clause (iv) of section II of part II of schedule V of the Companies Act, 2013 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) on demerger of media and communication undertaking of its Subsidiary Company namely IndusInd Media & Communications Limited in to the Company pursuant to approval of Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated August 21, 2020 wherein the principal business of Media and Communications in the Cable TV distribution business through both the traditional cable platform and the Headend-in-the-Sky (“HITS”) platform The Company operate in all the states and union territories of the country. Company has 1,500+ points-of-presence in India covering 2,000+ pin codes in 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	2017-18 ₹ in lakhs	2018-19 ₹ in lakhs	2019-20 ₹ in lakhs
Sales (Gross)	25,355.88	61,858.78	96,963.32
Profit/(loss) Before Tax	16,679.84	-46,434.41 (from continuing operations)	2,284.87 (from continuing operations)
Profit/(loss) Before Tax		-6,969.88 (from Dis continuing operations)	-32,799.06 (from Dis continuing operations)
Profit/(loss) after tax	9,705.47	-47,033.08 (from continuing operations)	12,706.68 (from continuing operations)
Profit/(Loss) after tax		-3,926.68 (from Discontinuing operations)	-24,376.69 (from Discontinuing operations)
Net worth	2,03,511.99	66,205.28	29,626.13
Dividend on Equity %	175%	175%	50%

5. Export performance and net foreign exchange collaborations:

During the Financial Year 2019-20, there is no Export performance and no Foreign Exchange Collaborations.

6. Foreign investments or collaborators, if any:

The Company has a technology collaboration agreement with Kudelski, S.A Switzerland for implementation of conditional Access Systems. Kudelski, S.A Switzerland is holding 0.51% stake in the equity share capital of the Company. The Company does not hold any foreign investment.

II) INFORMATION ABOUT THE APPOINTEE

1. Background details:

Mr Amar Chintopanth, is a Chartered Accountant with approximately 35 years of work experience. He has held leadership roles in large organizations like ITC Classic Finance Ltd., Polaris Software Limited, 3i Infotech Limited, among others. His experience encompasses areas of Finance & Accounting (domestic & international) Business strategy, Mergers & Amalgamations - domestic and international, Risk management, compliances, and related areas.

Amar Chintopanth had joined the media division of the Hinduja Group in 2014 and since then he handled varied series of operational, corporate, and supervisory role.

2. Past Remuneration:

Mr. Amar Chintopanth hold position of Chief Financial Officer & Executive Director of IndusInd Media & Communications limited from 2018 and his remuneration was as under:

Fixed remuneration all-inclusive of ₹ 78,17,040/- (Rupees Seventy-Eight Lakhs Seventeen Thousand Forty only) per annum.

Performance linked variable remuneration: ₹ 33,50,160/- (Rupees Thirty-Three Lakhs Fifty Thousand One Hundred Sixty only) per annum.

3. Recognition or awards:

Nothing specific to mention.

4. Job Profile and his suitability:

Mr. Amar Chintopanth is a qualified chartered accountant and had joined the media division of the Hinduja Group in 2014 and since then he handled varied series of operational, corporate, and supervisory role. He has been associated with the Company as the Chief Financial Officer since last four years. He has over 35 years of experience in the field of Finance & Accounts.

He has worked across organizations in areas covering Accounts, Audit, MIS, Business strategy, Treasury, Taxation (domestic & international), M&A (domestic & cross border), Banking, Capital raising, Business structuring and Compliances. In his previous assignments he had essayed the role of the deputy Managing Director and CFO with 3i Infotech Limited.

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.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Mr. Amar Chintopanth has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Whole Time Director and Chief Financial Officer

III. Other information:

1. Reasons of loss or inadequate profits:

- The loss from discontinued operations as per Financial Statement as on March 31, 2020 works out ₹ 24,377 Lakhs. The Company discontinued its Treasury & Investment segment by disposing off almost all the assets which constituted this segment and retired all the loans against these assets.
- On standalone basis Company earns profit after tax of ₹ 12,707 Lakhs for the year ended March 31, 2020 from continuing operation.

The Company's net worth as on March 31, 2020 on a standalone basis stood at a very healthy amount of ₹ 29,626 Lakhs.

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

- By virtue of a scheme of arrangement between the Company and its subsidiary IndusInd Media & Communications Limited sanctioned by the National Company Law Tribunal ("NCLT"), the Cable TV and Head End in the Sky business of IMCL have been demerged into the Company with Appointed Date of October 1, 2019.
- Being a "Common Control" transaction under Indian Accounting Standards. (IND-AS) the figures for the previous full-year have also been restated since the earliest reporting date, as per the relevant Accounting Standard, is April 1, 2018.
- ONEOTT Intertainment Limited, a Company engaged in providing broadband services, became a subsidiary of the Company.
- The Company discontinued its Treasury & Investment segment by disposing of almost all the assets which constituted this segment and retired all the loans against these assets.

The Board of the Company take suitable decisions from time to time to improve the performance of the Company, which would help the Company to achieve better results in terms of growth and profitability.

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

The above measure undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

Further details of Mr. Amar Chintopanth 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. 8 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Amar Chintopanth is concerned or interested, financially or otherwise, in the resolution relating to his appointment.

Item No. 9:

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on September 4, 2020, appointed Mr. Vynsley Fernandes who holds office as Chief Executive Officer and Key Managerial Person as a Manager of the Company for a period of Three years with effect from conclusion Thirty-Fifth Annual General Meeting i.e. September 30, 2020 to September 29, 2023 pursuant to provisions of Section 203 of Companies Act, 2013 and Rule 8 and Rule 8A 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 Mr. Vynsley Fernandes as Manager, Key Managerial Personnel and Chief Executive Officer of the Company in terms of the applicable provisions of the Act.

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

(vii) **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.

(viii) **Performance linked variable remuneration:** He will be eligible in the discretion of the Company and its Board for a performance linked variable pay of ₹ 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.

(ix) Additionally, he will be eligible for gratuity as per the Gratuity Act.

(x) He will be entitled to such other benefits, amenities, facilities, and perquisites as per the rules of the Company.

The statement as referred to in clause (iv) of section II of part II of schedule V of the Companies Act, 2013 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) on

demerger of media and communication undertaking of its Subsidiary Company namely IndusInd Media & Communications Limited in to the Company pursuant to approval of Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated August 21, 2020 wherein the principal business of Media and Communications in the Cable TV distribution business through both the traditional cable platform and the Headend-in-the-Sky (“HITS”) platform. The Company operate in all the states and union territories of the country. The Company has 1,500+ points-of-presence in India covering 2,000+ pin codes in 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	2017-18 ₹ in lakhs	2018-19 ₹ in lakhs	2019-20 ₹ in lakhs
Sales (Gross)	25,355.88	61,858.78	96,963.32
Profit/(loss) Before Tax	16,679.84	-46,434.41 (from continuing operations)	2,284.87 (from continuing operations)
Profit/(loss) Before Tax		-6,969.88 (from Dis continuing operations)	-32,799.06 (from Dis continuing operations)
Profit/(loss) after tax	9,705.47	-47,033.08 (from continuing operations)	12,706.68 (from continuing operations)
Profit/(Loss) after tax		-3,926.68 (from Discontinuing operations)	-24,376.69 (from Discontinuing operations)
Net worth	2,03,511.99	66,205.28	29,626.13
Dividend on Equity %	175%	175%	50%

5. Export performance and net foreign exchange collaborations:

During the Financial Year 2019-20, there is no Export performance and no Foreign Exchange Collaborations.

6. Foreign investments or collaborators, if any:

The Company has a technology collaboration agreement with Kudelski, S.A Switzerland for implementation of conditional Access Systems.

Kudelski, S.A Switzerland is holding 0.51% stake in the equity share capital of the Company. The Company does not hold any foreign investment.

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 hold position of President of IndusInd Media & Communications Limited, and his remuneration was as under:

Fixed remuneration all-inclusive of ₹ 1,20,00,000/- (Rupees One Crores Twenty Lakhs only) per annum.

Performance linked variable remuneration: ₹ 20,00,000/- (Rupees Twenty Lakhs only) per annum.

3. Recognition or awards:

Nothing specific to mention.

4. Job Profile and his suitability:

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 Mr. Vynsley was the Executive Director at Castle Media; a leading technology, media & entertainment consulting-to-delivery firm which he co-founded in 2010. At Castle Media, Mr. Vynsley led the consulting practice, focussed on pay television platforms, with a client portfolio comprising amongst other – Lionsgate USA, UMS Norway, Econet Vision South Africa and Ansa Broadcast Malaysia. Mr. Vynsley also led the technical due diligence team – responsible for working with some of the top 500 private equity firms, looking to evaluate investments in the media technology space. Prior to Castle Media, Mr. Vynsley has managed high profile assignments for leading

blue-chip media organisations 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 as COO – responsible for setting up the technology and operations of India's first HD News channel NewsX. Prior to that, he 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, Mr. Vynsley is considered a thought leader in the media & entertainment space and spearheads the Hinduja Group's media ventures of NXTDIGITAL Limited .

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.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, 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 Manager.

III. Other information:

1. Reasons of loss or inadequate profits:

- The loss from discontinued operations as per Financial Statements as on March 31, 2020 works out ₹ 24,377 Lakhs. The Company discontinued its Treasury & Investment segment by disposing off almost all the assets which constituted this segment and retired all the loans against these assets.

- On standalone basis Company earns profit after tax of ₹ 12,707 Lakhs for the year ended March 31, 2020 from continuing operation

The Company's net worth as on March 31, 2020 on a standalone basis stood at a very healthy amount of ₹ 29,626 Lakhs.

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

- By virtue of a scheme of arrangement between the Company and its subsidiary IndusInd Media & Communications Limited sanctioned by the National Company Law Tribunal (“NCLT”), the Cable TV and Head End in the Sky business of IMCL have been demerged into the Company with Appointed Date of October 1, 2019.

- Being a “Common Control” transaction under Indian Accounting Standards. (IND-AS) the figures for the previous full-year have also been restated since the earliest reporting date, as per the relevant Accounting Standard, is April 1, 2018.

- ONEOTT Intertainment Limited, a Company engaged in providing broadband services, became a subsidiary of the Company.

- The Company discontinued its Treasury & Investment segment by disposing of almost all the assets which constituted this segment and retired all the loans against these assets.

The Board of the Company take suitable decisions from time to time to improve the performance of the Company, which would help the Company to achieve better results in terms of growth and profitability.

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

The above measure undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

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. 9 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 are, in any way, concerned or interested, in the Resolution set out at Item No. 9 of this Notice.

Item No. 10:

The members of the Company at its 29th Annual General Meeting held on September 22, 2014 had authorized the Board by passing Special Resolution under Section 180 (1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to borrow from time to time such sum or sums of money as it may deem fit for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be so borrowed by the Board of Directors shall not exceed a sum of ₹ 1000 crores (Rupees One Thousand Crores only).

In view of demerger of Media and Communications undertaking of IndusInd Media & Communications Limited in to the Company, pursuant to approval of the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated August 21, 2020 and for future expansion plan of Media and Communications business , it is proposed to increase the aforesaid borrowing limit from ₹ 1000 crores to ₹ 2,000 crores (Rupees Two Thousand Crores Only).

The Directors recommend the resolution for your approval as a Special Resolution at Item No. 10 of this Notice.

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. 10 of this Notice.

Item No. 11:

The members of the Company through Postal Ballot held on June 22, 2015, authorized the Board by passing Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 to mortgage and/ or charge all the moveable and immoveable properties of the Company, present and future wheresoever in favor of Financial/ Investment Institution(s)/ Bank(s)/ Trustees/ Bodies Corporates from time to time such sum or sums of money as it may deem fit for the purpose of the business of the Company up to a sum of ₹ 1000 crores (Rupees One Thousand Crores only).

In view of proposal for increase in the borrowing limits from ₹ 1000 crores to ₹ 2000 crores , It is proposed to increase the aforesaid ceiling limit to mortgage and/ or charge all the moveable and immoveable properties of the Company from ₹ 1000 crores to ₹ 2,000 crores (Rupees Two Thousand Crores Only).

The Directors recommend the resolution for your approval as a Special Resolution at Item No. 11 of this Notice.

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. 11 of this Notice.

Item No. 12:

The Board of Directors of the Company at its meeting held on July 31, 2020, on recommendation of the Audit Committee, has 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, 2021. M/s. ABK & Associates, Cost Accountants have 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 goods and service tax 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. 12 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. 12 of this Notice.

Item No. 13:

With a view to augment the long-term financial resources of the Company and to make available funds to finance the Company's growth, it is proposed to raise an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) inclusive of premium on Securities in the course of Domestic / International offerings through issue of Foreign Currency Convertible Bonds (FCCBs) and / or American Depository Receipts (ADRs) and / or Global Depository Receipts (GDRs) and / or Qualified Institutional Placement (QIP) pursuant to Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any other suitable Securities as contained in the Resolution. The FCCBs / ADR / GDR / QIP or any other financial instrument may also be listed on an appropriate stock exchange within or outside India.

Section 62 of the Companies Act, 2013 provides, inter alia, that any further equity shares may be offered to any person other than the existing shareholders, a special resolution to that effect should be passed by the Company in a general meeting. The special resolution gives flexibility and discretion to the Board of Directors so that it can finalize the terms of Issue at the relevant time in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such authorities as required to be consulted including in relation to pricing of the issue. Consent of the shareholders is, therefore, sought to authorize the Board of Directors to issue the Securities in the manner mentioned in the resolution.

The salient features of the issue are mentioned in the

Resolution and Securities will be issued on such terms and conditions as may be appropriate at the time of issue. The 'Relevant Date' for the applicable Securities shall be as per SEBI Guidelines and other applicable Guidelines as may be amended from time to time.

Consent of the shareholders is, therefore, sought to authorize the Board of Directors as set out in the resolution to issue in one or more tranches Securities referred to therein in Indian or International Markets to investors including Foreign Banks, Financial Institutions, Foreign Institutional Investors, Mutual Funds, Companies, Non-Resident Indians, Foreign Nationals, Qualified Institutional Buyers as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other investors, whether shareholders of the Company or not, through a public issue or on private placement basis and to do all acts, deeds and things incidental thereto.

Your Directors recommend the resolution set out at Item No. 13 of this Notice for ratification by the Members by way of a Special resolution

The Directors may be deemed to be concerned or interested in the resolution to the extent any securities are issued, held or transferred to the Directors or any company in which any Director is directly or indirectly concerned or interested as a Director or shareholder or to any firm in which he may be a partner or to any of his relatives or entities in which he or such relative is directly or indirectly concerned or interested.

By order of the Board of Directors

**Hasmukh Shah
Company Secretary**

Place: Mumbai

Date: September 4, 2020

Registered Office:

IN Centre, 49/50, MIDC, 12th Road
Andheri (East), Mumbai - 400 093.

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 (collectively referred to as “MCA Circulars”) 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. 5 to 13 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. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rupal@csrdj.com with a copy marked to einward.ris@kfintech.com
5. Dividend on equity shares for the financial year ended March 31, 2020, as recommended by the Board of Directors, if approved at the AGM, will be paid on or before October 22, 2020, 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 September 23, 2020.
 - 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 September 23, 2020.
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 or einward.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 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 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 Dividend)	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

The Members at the Twenty Eighth Annual General Meeting of the Company held on August 10, 2013, had declared a final dividend of ₹ 15/- per share for the financial year ended March 31, 2013. The unclaimed/ unpaid dividend for the financial year 2012-13 which remained unpaid/ unclaimed for

a period of 7 years from the date of transfer of divided into Unpaid Dividend Account is liable to be transferred to Investor Education Protection Fund ("IEPF") on September 14, 2020.

12. The unclaimed / unpaid dividend declared for the financial year 2011-12 and corresponding shares on which dividend has remained unpaid/ unclaimed for the past seven consecutive years shall be transferred by the Company to IEPF in September 2020. 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 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.
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. 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 or at the Company's registered office at least seven days before the date of the AGM.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.nxtdigital.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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
21. Members holding shares in dematerialised 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 open for inspection at the registered office of the Company on all working days of the Company between 11:00 a.m. to 4:00 p.m. up to last working day prior to the date of the AGM i.e. September 29, 2020 and at the venue of the AGM for the duration of the AGM.
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 by 6:00 p.m. IST on September 26, 2020. 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. The aforesaid declarations and documents need to be submitted by the shareholders by 6:00 p.m. IST on September 26, 2020.

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 thereunder, 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 KFin Technologies Private Limited (Known as formerly Karvy Fintech Private Limited) 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 and voting through Ballot at the AGM in a fair and transparent manner.
28. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
29. **Voting through electronic means:**

Process for members opting for remote e-voting:

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. 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 KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.). 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.
- v. You need to login again with the new credentials.
- vi. On successful login the system will prompt you to select the "**EVENT NUMBER:5647**" for NXTDIGITAL LIMITED.
- vii. 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.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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).
- xii. 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 authorised representative(s), to the Scrutinizer at email ID: rupal@csrdj.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO."
- xiii. 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.kfintech.com> or contact Mr. Premkumar Nair, (**Unit:** NXTDIGITAL LIMITED) at Kfintech 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 | www.kfintech.com
or einward.ris@kfintech.com
or phone no. 040 – 67161500 or
call KFIN toll free No. 1-800-34-54-
001 for any further clarifications.

B. Other Instructions:

- i. The remote e-voting period commences on Saturday, September 26, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 23, 2020 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 KFIN 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.
- ii. 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. Wednesday, September 23, 2020
- iii. 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).
- iv. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., September 23, 2020, 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.kfintech.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 KFIN toll free number 1800-3454-001.

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

- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- vi. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.nxtdigital.co.in and on the website of KFIN at <https://evoting.kfintech.com> immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the equity shares of the Company are listed.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER

1. **Attending e-AGM Video conference:**
Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and **click on the “video conference”** and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
2. On the date of the Meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting,

may join, using above the Dial-in details from 2.45 P.M. to 3.15 P.M. post which, no person shall be able to join the meeting.

3. 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.
4. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
5. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on “**Post your Questions**” may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos. The post the questions shall commence on Friday, September 25, 2020 at 9.00 A.M. and will close on Monday, September 28, 2020 at 5.00 P.M.
8. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM conference.
9. **Speaker Registration during e-AGM session:** In case of decision to allow the Q&A session in the meeting, meeting may log into <https://emeetings.kfintech.com/> and click on “**Speaker Registration**” by mentioning the demat account number/folio number, city,

email id, mobile number and submit. The speaker registration shall commence on Friday, September 25, 2020 at 9.00 A.M. and will close on Monday, September 28, 2020 at 5.00 P.M.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE E-AGM SESSION:

1. The e-Voting “Thumb sign” on the left-hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the “**Insta Poll**” page.
2. Members to click on the “**Insta Poll**” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the e-AGM 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 available during the e-AGM.

Remote Voting through electronic means

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **Wednesday, September 23, 2020** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

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. Sudhanshu Tripathi (Retire by Rotation)	Mr. Ashok Mansukhani (Managing Director)	Mr. Amar Chintopanth (Whole-Time Director)	Mr. Vynsley Fernandes (Manager)
DIN / PAN	06431686	00143001	00048789	AAAPF7681G
Date of Birth	07-Jun-59	28-Apr-50	12-May-59	30-Jan-69
Age	61 Years	70 Years	61 Years	51 Years
Qualification	MBA from XLRI and Electrical Engineer	<ul style="list-style-type: none"> Postgraduate from Delhi University-Masters in English Literature from Kirori Mal College, Delhi University LLB from K C Law College, Bombay University 	Member of The Institute of Chartered Accountants of India	Degree in Mass Communications and Media.
Expertise in specific functional area	Human Resource Management – Human Capital Strategy and its execution, specialises in large and group level entities.	Taxation, Media & Entertainment and Corporate Law and Corporate Governance	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.
Experience	37 years	50 years	More than 35 years	25 years
Terms and Conditions	Retire by rotation:	Retire by rotation:	Retire by rotation:	Code of Conduct:
	<ul style="list-style-type: none"> Liable to retire by rotation. 	<ul style="list-style-type: none"> Liable to retire by rotation. 	<ul style="list-style-type: none"> Liable to retire by rotation. 	<ul style="list-style-type: none"> Abide by the Code of Conduct devised by the Company.
	Duties:	Duties:	Duties:	Remuneration:
	<ul style="list-style-type: none"> To adhere as provided under Section 166 of the Act. 	<ul style="list-style-type: none"> To adhere as provided under Section 166 of the Act. 	<ul style="list-style-type: none"> To adhere as provided under Section 166 of the Act. 	<ul style="list-style-type: none"> 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.
	Code of Conduct:	Code of Conduct:	Code of Conduct:	
	<ul style="list-style-type: none"> Abide by the Code of Conduct devised by the Company. 	<ul style="list-style-type: none"> Abide by the Code of Conduct devised by the Company. 	<ul style="list-style-type: none"> Abide by the Code of Conduct devised by the Company. 	
Remuneration:	Remuneration:	Remuneration:		
<ul style="list-style-type: none"> Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof. Re- imbursement of travelling expenses and other out of pocket expenses in attending the meeting of Board of Directors or Committees thereof 	<ul style="list-style-type: none"> Remuneration paid was ₹ . 1.35 Crores for April 2019 to March 31, 2020 on Cost to Company basis. 	<ul style="list-style-type: none"> 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. 		
Board Membership of other listed Companies as on March 31, 2020	<ul style="list-style-type: none"> GOCL Corporation Limited Hinduja Global Solutions Limited 	NIL	NIL	NIL

Date of first appointment on the Board	04-Aug-15	29-Apr-12	04-Sep-20	Appointed as Manager under the Companies Act, 2013 with effect from conclusion of Thirty Fifth Annual General Meeting i.e. September 30, 2020 to September 29, 2023
No. of shares held in Company	NIL	500 Shares	NIL	NIL
Relationships between Directors / KMP's inter-se	NIL	NIL	NIL	NIL
Number of Meetings of the Board attended during the year 2019-2020	Five (5)	Five (5)	Not Applicable	Not Applicable
Directorships held in other Companies (excludes foreign companies, private companies, and alternate directorship)	<ul style="list-style-type: none"> Hinduja Leyland Finance Limited IDL Explosives Limited GOCL Corporation Limited Hinduja Global Solutions Limited 	<ul style="list-style-type: none"> IndusInd Media & Communications Limited ONEOTT Intertainment Limited IN Entertainment (India) Limited 	<ul style="list-style-type: none"> IndusInd Media & Communications Limited ONEOTT Intertainment Limited IN Entertainment (India) Limited 	NIL
Membership/ Chairmanship of other Public Companies (include only Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee)	Audit Committee:	Stakeholder Relationship Committee:	Audit Committee:	NIL
	<ul style="list-style-type: none"> GOCL Corporation Limited 	<ul style="list-style-type: none"> NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) 	<ul style="list-style-type: none"> OneOTT Intertainment Limited 	
	<ul style="list-style-type: none"> IDL Explosives Limited 	Corporate Social Responsibility Committee:	<ul style="list-style-type: none"> IN Entertainment (India) Limited 	
	Stakeholder Relationship Committee:	<ul style="list-style-type: none"> NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) 	Corporate Social Responsibility Committee:	
	<ul style="list-style-type: none"> Hinduja Leyland Finance Limited 	<ul style="list-style-type: none"> IN Entertainment (India) Limited 	<ul style="list-style-type: none"> IN Entertainment (India) Limited 	
	<ul style="list-style-type: none"> GOCL Corporation Limited 	Other Committees		
<ul style="list-style-type: none"> Hinduja Global Solutions Limited 	<ul style="list-style-type: none"> NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) 			

b) Details in respect of Independent Director

Name of Director	Ms. Bhumika Batra
DIN	03502004
Date of Birth	11-08-81
Age	39 Years
Qualification	Company Secretary and Law Graduate
Expertise in specific functional area	Corporate Law Advisory
Experience	Ms. Bhumika Batra is an Associate Partner of M/s Crawford Bayley & Co and possesses over 10 years of experience in secretarial & legal practice and specializes in Corporate Law. She was a recipient of scholarship from London School of Economics for Master's in law.

Terms and Conditions	<p>Appointment:</p> <ul style="list-style-type: none"> • Term for five years w.e.f. March 11, 2020 to March 10, 2025. • Non-rotational basis <p>Termination:</p> <ul style="list-style-type: none"> • Terminated by either side in terms of Section 168 or section 169 of the Act. <p>Duties:</p> <ul style="list-style-type: none"> • To be adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company. <p>Remuneration:</p> <ul style="list-style-type: none"> • 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.
Date of first appointment on the Board	11-Mar-15
No. of shares held in Company	NIL
Relationships between Directors / KMP's inter-se	Mr. Prashant Asher-Partner at M/s. Crawford Bayley & Co
Number of Meetings of the Board attended during the year 2019-2020	5 (Five)
Directorships held in other Companies (excludes foreign companies, private companies, and alternate directorship)	<ul style="list-style-type: none"> • Sharp India Limited • Patel Integrated Logistics Limited • Repro India Limited • Kancor Ingredients Limited • Hinduja Tech Limited • Hinduja Housing Finance Limited • Kesar Enterprises Limited • Jyothy Laboratories Limited
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	<p>Audit Committee:</p> <ul style="list-style-type: none"> • Sharp India Limited • Hinduja Tech Limited • Kancor Ingredients Limited • Hinduja Housing Finance Limited <p>Stakeholder Relationship Committee:</p> <ul style="list-style-type: none"> • Sharp India Limited