

September 29, 2021

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

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

Dear Sir/ Madam,

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

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

We enclose herewith the following:

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

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

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

Thanking you,

Yours faithfully,

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

  
**Ashish Pandey**  
**Company Secretary**



Encl: as stated above



(Formerly known as Hinduja Ventures Limited)

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



HINDUJA GROUP

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

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



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



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





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



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



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



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





**RUPAL D. JHAVERI**

**COMPANY SECRETARY**

207, 2<sup>nd</sup> Floor, Regent Chambers, 208, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0103

**MGT-13**

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

To,

**Mr. Amar Chintopanth,**

**Authorised Director**

**NXTDIGITAL LIMITED**

(formerly known as Hinduja Ventures Limited)

In Centre, 49/50, MIDC, 12<sup>th</sup> Road,

Marol, Andheri (East), Mumbai – 400093

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

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

Dear Sir,

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



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



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

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

(i) Voted for the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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

*The Resolution is passed with requisite majority.*



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

(i) Voted for the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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

*The Resolution is passed with requisite majority.*





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

(i) Voted **for** the Resolution:

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

(ii) Voted **against** the Resolution:

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

(iii) Invalid votes:

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

*The Resolution is passed with requisite majority.*



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

(i) Voted for the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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

***The Resolution is passed with requisite majority.***



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

(i) Voted for the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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

*The Resolution is passed with requisite majority.*



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

(i) Voted for the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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

*The Resolution is passed with requisite majority.*





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

(i) Voted for the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

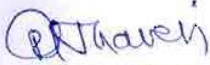
Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority.*



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

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



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



**Place: Mumbai**

**Date: September 29, 2021**

Countersigned by:

**AMAR**  
**CHINTOPANT**  
**H**

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

**Mr. Amar Chintopanth**  
**Authorised Director**  
**NXTDIGITAL LIMITED**

**Place: Mumbai**

**Date: September 29, 2021**

September 29, 2021

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

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

Dear Sir/ Madam,

**Sub: Proceedings of the Thirty Sixth (36th) Annual General Meeting of the members of the Company**  
**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,**

Further to our letter dated September 04, 2021, wherein we had forwarded Notice convening the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (AGM) of the Members of the Company to be held on Tuesday, September 28, 2021 at 03.30 p.m. by means of Video Conferencing ("VC") / Other Audio Visual means ("OAVM") on account of outbreak of COVID-19 pandemic, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, we would like to inform that the Thirty Sixth Annual General Meeting ("36<sup>th</sup> AGM") of the Members of the Company was held on Tuesday, September 28, 2021 at 03.30 p.m. by means of Video Conferencing ("VC") / Other Audio Visual means ("OAVM") and the business(s) mentioned in the Notice dated August 13, 2021 were duly transacted and approved by the members with requisite majority.

In this regard, we enclose proceedings of the 36<sup>th</sup> AGM pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on record.

Thanking you,

Yours faithfully,

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

  
Ashish Pandey  
Company Secretary



Encl: as stated above.



(Formerly known as Hinduja Ventures Limited)

Registered Office: IN CENTRE, 49/50 MIDC, 12<sup>th</sup> Road, Andheri (E), Mumbai - 400 093.

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**PROCEEDINGS OF THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NXTDIGITAL LIMITED (FORMERLY KNOWN AS HINDUJA VENTURES LIMITED) HELD ON TUESDAY, SEPTEMBER 28, 2021, AT 03:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT IN CENTRE, 49/50, MIDC, 12<sup>TH</sup> ROAD, ANDHERI (EAST), MUMBAI – 400 093 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO-VISUAL MEANS (OAVM).**

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At the outset, Mr. Ashish Pandey, Company Secretary, welcomed all present at 36<sup>th</sup> Annual general Meeting of the Company. He further stated that in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities & Exchange Board of India (“SEBI”) vide its circular dated 12 May 2020 and 15 January 2021 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), and MCA Circulars, this AGM of the Company is being conducted through VC / OAVM. The deemed venue for the AGM shall be registered office of the Company at IN CENTRE, 49/50, MIDC, 12<sup>th</sup> Road, Andheri (east), Mumbai – 400093.

Thereafter, he introduced to the Members the Directors present at the meeting: Mr. Ashok P. Hinduja, Chairman, Mr. Anil Harish, Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee, Mr. Prashant Asher, Independent Director, Chairman of Corporate Social Responsibility Committee, Ms. Bhumika Batra, Independent Director, Chairperson of Stakeholder Relationship Committee, Risk Management Committee, Mr. Sudhanshu Tripathi, Non-Executive Director, Mr. Munesh Khanna, Independent Director, Mr. Vynsley Fernandes, Managing Director and Chief Executive Officer, Mr. Amar Chintopanth, Whole Time Director and Chief Financial Officer. He further stated that Mr. Manoj Daga, Mr. Snehal Shah, Mr. Dhaval Pandya representatives from Haribhakti and Co. L.L.P, Chartered Accountants, Statutory Auditors and Mrs. Rupal Jhaveri Secretarial Auditors and Scrutinizer, Practicing Company Secretary were present at the meeting.

Thereafter, he requested Chairman to take this meeting forward.

1. Pursuant to Article 108 of the Articles of Association of the Company, Mr. Ashok P. Hinduja being the Chairman of the Board took the chair and welcomed the Members to the Thirty Sixth Annual General Meeting (“AGM”) of the Company.
2. The total number of Members present at the meeting were 70.
3. The Chairman called the Meeting to order as the requisite quorum was present and informed the members that the e-voting facility is open for members who have not voted during the e-voting period. E-voting will be disabled thirty minutes after the conclusion of the meeting. The shareholders who have not cast their vote can do e-voting in such duration.
4. The Company has received letters along with Board Resolutions from corporate shareholders appointing and authorizing representatives under Section 113 of the Companies Act, 2013 in respect of 1,02,64,294 equity shares representing (42.68%) of the paid-up equity share capital.



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5. The Register of Directors and Key Managerial Personnel and their shareholding; and (ii) Register of Contracts or Arrangements in which the Directors are interested were kept open for inspection by the Members during the continuance of the Meeting.
6. The Notice dated August 13, 2021 convening the Thirty Sixth Annual General Meeting, the Board's Report 2020-21 including all Annexures and the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021 including Auditors' Report thereon, which were already circulated to the members, were taken as read, with the consent of members present.
7. The Auditor's Report on the Financial Statements of the Company as on March 31, 2021 and Secretarial Audit Report for the financial year ended March 31, 2021 did not contain any qualifications, observations or adverse remarks. The Auditor's Report and Secretarial Audit Report were taken as read, with the consent of members present.
8. The Chairman then requested Mr. Vynsley Fernandes, Managing Director and Chief Executive Officer of the Company to give a presentation. Mr. Vynsley Fernandes gave presentation on business overview of the Company.
9. The Chairman informed the Members that the Notice dated August 13, 2021, of the Annual General Meeting contains both Ordinary Business and Special Business. The Explanatory Statement in respect of each of the Special business contains complete material facts of each of the Resolutions.

Following items were transacted at the AGM.

Sr. No	Particular	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1	Consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Board of Directors and the Auditors thereon including Annexures thereto.	Ordinary Resolution
2.	Declaration of Dividend of Rs 4 per equity shares for the financial year ended March 31, 2021	Ordinary Resolution
3.	Re-appointment of Mr. Amar Chintopanth (DIN: 00048789), as a Director, liable to retire by rotation	Ordinary Resolution
<b>SPECIAL BUSINESS</b>		
4.	Appointment of Mr. Vynsley Fernandes (DIN 02987818) as a Director	Ordinary Resolution
5	Appointment and payment of Remuneration to Mr. Vynsley Fernandes (DIN 02987818) as Managing Director and Chief Executive officer of the Company.	Special Resolution
6	Appointment of Mr. Munesh Khanna (DIN; 00202521) as an independent Director for a period of five years	Ordinary Resolution
7	Ratification of remuneration of M/s. ABK & Associates, Cost Auditors (Formerly known as Hinduja Ventures Limited)	Ordinary Resolution

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10. The Chairman, then invited Members to ask questions, seek clarifications and give comments and suggestions on the financial results and operations of the Company. From the list of Speaker Shareholders already registered, Speaker Shareholders asked questions, made suggestions. The Chairman along with the Director/ members of the management satisfactorily responded to them.
11. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Regulations, the Company had tied up with National Securities Depositories Limited ("NSDL") to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. The Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. IST on Friday, September 24, 2021 and ended at 5.00 p.m. IST on Monday, September 27, 2021. The Chairman informed the Members that the members who have not cast their vote during the e-voting period will be allowed to vote during the meeting and in next thirty minutes.
12. The Board of Directors had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the scrutinizer to scrutinize the process of e- voting process in a fair and transparent manner.
13. The Chairman informed that results of e-voting would be declared within two working days from the conclusion of the meeting. He also informed that the same will be submitted to the National Stock Exchange of India Limited and BSE Limited, will also be displayed at the Notice Board of the Company at its Registered Office situated at In Centre, 49/50 MIDC, 12th Road, Andheri (East), Mumbai-400 093, Maharashtra within two working days from the conclusion of the meeting and the same will also be posted on the website of the Company.
14. After the completion of the transactions of the business as per the Notice dated August 13, 2021, the Chairman declared the Meeting concluded and thanked the Members for attending the meeting and advised them to Stay safe and secure during this COVID-19 pandemic time.
15. The AGM was concluded at 4.49 p.m.

This document does not constitute minutes of the 36<sup>th</sup> Annual General Meeting of the Company.


This is for your information and records.

Thanking you.

Yours faithfully,

**For NXTDIGITAL Limited**

**(Formerly known as Hinduja Ventures Limited)**

  
**Amar Chintopanth**  
**Whole Time Director & CFO**  
DIN: 00048789



 **NXTDIGITAL LIMITED**

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