

NXTDIGITAL LIMITED

CIN: L65100MH1985PLC036896

Registered Office: IN CENTRE, 49/50, MIDC, 12th Road, Andheri (E), Mumbai- 400093

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (**"SEBI Listing Regulations"**), Secretarial Standard-2 (**"SS-2"**) issued by the Institute of Company Secretaries of India on General Meetings and the relaxations and clarifications issued by Ministry of Corporate Affairs vide its Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (**"MCA Circulars"**) for holding general meetings/conducting postal ballot process through e-voting and other applicable laws and regulations, if any, to transact special business as set out hereunder by passing the ordinary resolutions through Postal Ballot by e-voting.

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration.

In terms of the requirements specified in the MCA Circulars, NXTDIGITAL Limited (**"the Company"** or **"NXT"**) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories.

In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular dated December 9, 2020 and the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the Company is pleased to provide e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of its Registrar and Share Transfer Agent (**"RTA"**) i.e. KFin Technologies Limited (**"KFintech"**) to provide the e-voting facility to its Members. The instructions for e-voting are appended to this Notice.

Details of e-voting is as under:

e-voting starts on	e-voting ends on
Tuesday, March 21, 2023 from 9:00 a.m. (IST)	Wednesday, April 19, 2023 till 5:00 p.m. (IST)

SPECIAL BUSINESS:

Item No.: 1 - Approval of appointment of Mr. Sachin Sundaram Pillai (DIN: 06400793), as the Director (Non-Executive – Non Independent) of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable law(s), regulation(s), the applicable provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sachin Sundaram Pillai (DIN: 06400793) who was appointed by the Board of Directors as the Additional Director (Non-Executive – Non Independent) on the Board of the Company with effect from January 31, 2023 pursuant to the provisions of Section 161 of the Act, being so eligible, be and is hereby appointed as the Director (Non-Executive-Non Independent), liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sachin Sundaram Pillai, Director (Non-Executive- Non Independent) will be liable to be paid remuneration in the form of sitting fees only for attending each meeting of the Board of Directors and Committee(s) thereof and reimbursement of travelling and out of pocket expenses incurred in relation to attending the meeting(s).

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate letter(s) of authority to appear before the Office of the Registrar of Companies (ROC)/Ministry of Corporate Affairs (MCA) and other regulatory authorities and to file required documents and information to the Stock Exchanges where the Company is listed, as may be applicable, to settle and finalize all issues that may arise in this regard in order to give

effect to the above mentioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit.”

Item No.: 2 – Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI Listing Regulations”**), read with Section 188 of the Companies Act, 2013 (**“the Act”**), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) for sale of land situated at Bengaluru in the State of Karnataka, held as inventory in the books of accounts (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, with Hinduja Realty Ventures Limited (**“HRVL”**), forming part of the Promoter Group of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and HRVL, for an aggregate value of up to ₹ 250 crores (Rupees Two Hundred Fifty Crores only), to be entered during the financial year 2023-24, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in

this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3 – Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), read with Section 188 of the Companies Act, 2013 (**“the Act”**), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as mentioned in the explanatory statement, with Hinduja Global Solutions Limited (**‘HGS’**), an entity under common control with the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and HGS, for an aggregate value of up to ₹ 20 crores (Rupees Twenty Crores only), to be entered during the financial year 2023-24, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No.: 4 – Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**), read with Section 188 of the Companies Act, 2013 (**“the Act”**), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter

into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with IndusInd Media & Communications Limited ('IMCL'), an entity under common control with the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and IMCL, for an aggregate value of up to ₹ 30 crores (Rupees Thirty Crores only), to be entered during the financial year 2023-24, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Item No.: 5 – Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), read with Section 188 of the Companies Act, 2013 ("the Act"), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with IN Entertainment (India) Limited ('INEL'), an entity under common control with the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and INEL, for an aggregate value of up to ₹ 20 crores (Rupees Twenty Crores only), to be entered during the financial year 2023-24, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No.: 6 – Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**SEBI Listing Regulations**), read with Section 188 of the Companies Act, 2013 (“the Act”), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with OneOTT Intertainment Limited (**ONEOTT**), an entity under common control with the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and ONEOTT, for an aggregate value of up to ₹ 30 crores (Rupees Thirty Crores only), to be entered during the financial year 2023-24, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in

this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors,
For **NXTDIGITAL LIMITED**
Sd/-
Ashish Pandey
Company Secretary

Place : Mumbai
Date : March 03, 2023

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Act setting out all material facts and reasons for the aforesaid special business is annexed hereto as **Annexure -1**.
2. The Postal Ballot Notice along with the instructions regarding e-voting and Explanatory Statement are being sent by email only to all those Members, whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (RTA) or with the Depository(ies)/ Depository Participants and whose names appear in the register of members/list of beneficial owners as on the **cut-off date i.e., Friday, March 17, 2023**. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date. Any person who is not a Member as on the cut-off should treat this Notice for information purposes only.
3. In compliance with the MCA Circulars, provisions of Sections 110 and 108 of the Act read with the Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, read with SEBI Circular dated December 9, 2020, the Company is providing facility to the Members

- to exercise their votes through e-voting for which the Company has engaged the services of KFintech to enable them to cast their votes electronically. Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
4. The period of e-voting shall commence on **Tuesday, March 21, 2023 at 9.00 a.m. (IST) and end on Wednesday, April 19, 2023 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter.
 5. During the e-voting period, the Members can login to KFintech's e-voting platform any number of times till they have voted on the resolutions. Once, the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
 6. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.
 7. The Postal Ballot Notice alongwith Explanatory Statement will be available on the website of the Company at <https://www.nxtdigital.co.in/investors/postal-ballot/>, website of the e-voting service provider agency i.e. KFintech at <https://evoting.kfintech.com/> and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and the same can be downloaded from there. All the Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
 8. Members, who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email IDs to our RTA at evoting@kfintech.com or for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
 9. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under "THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING" in this Notice. Members are requested to read the same carefully.
 10. In accordance with the MCA Circulars, the relevant documents referred to in this Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice upto the last day of voting on the website of the Company at <https://www.nxtdigital.co.in/investors/postal-ballot/>.
 11. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at <https://www.nxtdigital.co.in/investors/investors-assistance/> and on the website of KFintech at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.

In case of queries, Members are requested to write at einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.
 12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate; endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at Company <https://www.nxtdigital.co.in/investors/investors-assistance/> and on the website of the Company's Registrar and Share Transfer Agent, at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 13. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same 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 Registrar and Share Transfer Agent, KFintech for assistance in this regard.

14. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.nxtdigital.co.in/investors/investorsassistance/>. Members are requested to submit the said details to their DP, in case, the shares are held by them in dematerialized form and to KFintech, in case, the shares are held in physical form.

Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.nxtdigital.co.in/investors/investorsassistance/>. Non-registration of KYC, Bank account details and nomination details by the physical shareholders on or before March 31, 2023, will result in freezing of the folio of the physical shareholders by RTA – KFintech and the same shall be reverted to the normal status only upon receipt of all the KYC documents and nomination details/ dematerialization of such holdings.

15. The Board of Directors of the Company, at its meeting held on Friday, March 03, 2023, has appointed Ms. Rupal Jhaveri, Practicing Company Secretary (FCS No. 5441, CP No. 4225) address: 207, 2nd Floor, Regent Chambers, 208, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0123 Email: rupal@csrdj.com as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

16. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or any Director of the Company or any person authorized by him. The results of the voting will be announced on or before Friday, April 21, 2023 and will be displayed on Company's website at <https://nxtdigital.co.in/investors/postal-ballot/> and the website of KFintech at <https://evoting.kfintech.com/>. The results will also be communicated to the stock exchanges, where the Company is listed, within two working days from the last date of voting i.e., on or before Friday, April 21, 2023.

17. If the proposed resolution is assented by requisite majority, the resolution mentioned in this Notice shall be deemed to have been duly passed on the last date of e-voting i.e. Wednesday, April 19, 2023 in terms of SS-2 issued by the Institute of Company Secretaries of India.

18. The details of the process and manner for remote e-voting are explained hereinbelow:

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING (EVEN: 7204) ARE AS UNDER:

- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-voting" (Step 1).
- II. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting" (Step 2).
- III. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech's e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> ▪ Visit URL: https://eservices.nsdl.com ▪ Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. ▪ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”. ▪ Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> ▪ To register click on link: https://eservices.nsdl.com ▪ Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ▪ Proceed with completion of required fields. ▪ Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <ul style="list-style-type: none"> ▪ Open URL: https://www.evoting.nsdl.com/ ▪ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ▪ A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. ▪ Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFintech. ▪ On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> ▪ Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ▪ Click on New System Myeasi ▪ Login with your registered user id and password. ▪ The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal. ▪ Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ▪ Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ▪ Proceed with completing the required fields. ▪ Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> ▪ Visit URL: www.cdslindia.com ▪ Provide your demat Account Number and PAN No. ▪ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ▪ After successful authentication, user will be provided links for the respective ESP, i.e. KFin Technologies where the e- Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> ▪ You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. ▪ Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. ▪ Click on options available against company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No / DP ID / Client ID will be your user ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, wherein you are required to change your password mandatorily. 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc., on the first login. You may also enter the secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT, i.e., NXTDIGITAL LIMITED "Postal Ballot" and click on "Submit".
- g. On the voting page, enter the number of shares as on the cut-off date i.e. Friday, March 17, 2023, under FOR / AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios / demat account shall undertake the voting process separately for each folio / demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm; else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Corporate / Institutional Shareholders (Corporate/ FIs/FILs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at rupal@csrdj.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "NXT - Postal Ballot".

- k. Once the shareholder casts a vote on the resolution, he shall not be allowed to change it subsequently.
 - l. The portal will be opened for e-Voting from 9.00 a.m. (IST) on Tuesday, March 21, 2023, and ends at 5.00 p.m. (IST) on Wednesday, April 19, 2023.
 - m. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
 - n. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, March 17, 2023
 - o. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.
- Transfer Agent, KFIN Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFIN Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
 - iii. In case of any query/ grievance pertaining to e-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. K V Prem Nair, Manager at KFin Technologies Limited, Unit: NXTDIGITAL LIMITED, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-500032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
 - iv. 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).
 - v. The Scrutinizer shall, within a period of two working days from the conclusion of the e-voting period, unblock the votes and make the scrutinizer's report of the votes cast in favor or against, if any, and provide the report to the Chairperson or any Director of the Company.

Other instructions:

- i. It is clarified that for permanent registration of e-mail address, the Members are, however, requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share

The results shall be declared at the registered office of the Company and along with the Scrutinizer's Report(s) will be placed on the website of the Company <https://nxtdigital.co.in/investors/postal-ballot/>.

EXPLANATORY STATEMENT TO THE RESOLUTIONS

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS PROPOSED TO BE TRANSACTED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS

Item No.: 1 - Approval of appointment of Mr. Sachin Sundaram Pillai (DIN: 06400793), as the Director (Non-Executive – Non Independent) of the Company

The Digital, Media and Communications business undertaking of the Company has been demerged into Hinduja Global Solutions Limited with effect from November 12, 2022 vide Order dated November 11, 2022 issued by Hon'ble National Company Law Tribunal, Mumbai. In addition, the Board of Directors of the Company, at their meeting held on November 25, 2022, has approved, subject to regulatory and shareholder approvals, the merger of Hinduja Leyland Finance Limited (HLFL) into the Company. With this proposed merger, the Company is poised to become a Non-Banking Financial Company (NBFC).

With the change in the business of the Company arising out of the above two actions, and in order to strengthen the Board of the Company with individuals experienced in the area of financial services and more particularly NBFC, the Board, based on the recommendation of the Nomination and Remuneration Committee and considering the expertise and experience of Mr. Sachin Sundaram Pillai in the areas of banking and financial sectors for more than two decades, had appointed Mr. Sachin Sundaram Pillai (DIN: 06400793) as the Additional Director (Non-Executive and Non Independent) on the Board of the Company with effect from January 31, 2023. Mr. Sachin Sundaram Pillai, being the Additional Director as per the provisions of Section 161 of the Act, holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company. He is not disqualified for being appointed as a Director under Section 164 of the Act and has given his consent to act as the Director.

The brief profile of Mr. Sachin Sundaram Pillai is as hereunder:

Brief Profile

Mr. Sachin Sundaram Pillai is the Managing Director & CEO of Hinduja Leyland Finance Limited and Managing Director

of Hinduja Housing Finance Limited. He has been associated with India's banking & financial sector for more than two decades.

In the mid-nineties, post his Master's in Business Administration, he started his career as a Management Trainee with Ashok Leyland Finance Limited. Subsequently, he has been part of Citigroup, HDFC Bank and Reliance Group. Today, he has grown to lead one of the large NBFC of the country.

Over the years, Mr. Sachin has diversified his expertise into steering businesses across cycles, with a strong background of risk management, product development and organization building.

As a leader and self-sufficient innovator, Mr. Sachin is comfortable in any role from the executive boardroom to the frontline sales. He is a savvy negotiator, known for healthy business development and relationship building skills. Mr. Sachin's innate ability to build and retain high-performance teams, including his strategically-selected executive management staff, has served as a growth catalyst.

Under his leadership, many new initiatives have been successfully launched, and he has been instrumental in expanding the business beyond vehicle finance. He is constantly looking at expanding horizons, charting new business areas organically as well as on an inorganic basis.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution set out in Item No. 1 of the Notice for the appointment of Mr. Sachin Sundaram Pillai as a Director (Non-Executive - Non Independent) of the Company, liable to retire by rotation.

Except Mr Sachin Sundaram Pillai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relative(s) is/ are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Details of Director seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings

Name	Mr. Sachin Sundaram Pillai
Date of Birth/Age	June 06, 1972 / 50 Years
Date of Appointment	January 31, 2023
Director Identification Number	06400793
Nature of appointment	Non-Executive – Non Independent Director
Qualification	Master’s degree in Business Administration
Experience and expertise in specific functional Area	Experience in the field of financial services
Terms and conditions of appointment	His office shall be liable to retire by rotation.
Remuneration sought to be paid	Mr.SachinSundaramPillai,Non-Executive–NonIndependent Director will be liable to be paid remuneration in the form of sitting fees only for attending each meeting of the Board of Directors and Committee(s) thereof and reimbursement of travelling and out of pocket expenses incurred in relation to attending the meetings.
Remuneration last drawn	Not Applicable
Date of appointment on the Board	January 31, 2023
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
Attendance at the Board Meetings during the Financial Year 2022-23	Two Board Meetings held on January 31, 2023, and March 3, 2023.
Listed entities from which he has resigned in the past 3 (three) years	NIL
List of other Public Limited Companies (in India) in which Directorships are held as on date	HLF Services Limited, Hinduja Housing Finance Limited, Hinduja Leyland Finance Limited, Hinduja Insurance Broking and Advisory Services Limited (Under Liquidation), Gaadi Mandi Digital Platforms Limited and Gro Digital Platforms Limited.
Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders’ Relationship Committee)	NIL
Shareholding in NXTDIGITAL Limited	NIL
Shareholding as a beneficial owner	NIL

Item No.: 2 – Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm’s length basis and in the ordinary course of business.

With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions

during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“**Materiality Threshold**”).

In the financial year 2023-24, the Company proposes to enter into Related Party Transaction(s) with Hinduja Realty Ventures Limited (“**HRVL**”), forming part of Promoter Group of the Company, on mutually agreed terms and conditions, on arm’s length basis and in the ordinary course of business, and the aggregate of such transaction(s), is/are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such

transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with HRVL.

The management has provided the Audit Committee with the relevant details, as required under the law, of proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with HRVL for an aggregate value up to ₹ 250 crores to be entered during financial year 2023-24. The Committee has noted that the said transaction(s) will be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 2 of the accompanying Notice to the shareholders for approval.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in **"Annexure 2"**.

Background, details and benefits of the transaction(s):

A land parcel of approximately 47 acres situated at Bengaluru, in the State of Karnataka, is owned by the Company and is classified as 'inventory' in its books of account, as part of its "Real Estate" business segment. The Company has been contemplating disposal of this land parcel and is in talks with various parties for the same. The land is subject to legal disputes which the Company is in the process of resolving. In the process of the sale of this land parcel, one of the parties, which may be interested in purchase of this land parcel with or without continuing legal disputes, could be Hinduja Realty Ventures Limited. This transaction of sale of land might take place in the financial year 2023-24 to Hinduja Realty Ventures Limited, one of the related parties of the Company, on arm's length basis and in the ordinary course of business. The sale of such land parcel will help the Company in encashing its investment in the land, as the Company now proposes to re-position itself on financial services.

Item No.: 3 – Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm's length basis and in the ordinary course of business.

With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be

considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (**"Materiality Threshold"**).

In the financial year 2023-24, the Company proposes to enter into Related Party Transaction(s) with Hinduja Global Solutions Limited (**"HGS"**), an entity under common control with the Company, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business, and the aggregate of such transaction(s), is/are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with HGS.

The management has provided the Audit Committee with the relevant details, as required under the law, of proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with HGS for an aggregate value up to ₹ 20 crores to be entered during financial year 2023-24. The Committee has noted that the said transaction(s) will be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the shareholders for approval.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in **"Annexure 2"**.

Background, details and benefits of transaction(s):

The Board of Directors of your Company, at its meeting held on February 17, 2022, approved the Scheme of Arrangement between NXTDIGITAL Limited ("NXT" or "the Company") and Hinduja Global Solutions Limited ("HGS") and their respective shareholders pursuant to Section 230-232 and other applicable provisions of the Companies Act, 2013 wherein the Digital, Media and Communications Business Undertaking and investments in the subsidiaries on going concern basis and allied activities of NXT stands transferred to and vested in HGS.

Hon'ble National Company Law Tribunal, Mumbai sanctioned the said Scheme of Arrangement vide Order dated November 11, 2022, wherein the Digital, Media and

Communications Business undertaking of NXT including the investments in subsidiaries along with all their concomitant rights, obligations and liabilities, has been transferred to HGS including all the registered brands/trademarks owned by the Company. Since, the complete transfer as specified in the NCLT's Order is in progress, however, substantially completed, there could be some transactions with HGS which will spill over to financial year 2023-24 in the form of rendering/receipt of services etc. These transactions will be on arm's length basis and in the ordinary course of business.

Item No.: 4 – Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm's length basis and in the ordinary course of business.

With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("**Materiality Threshold**").

In the financial year 2023-24, the Company proposes to enter into Related Party Transaction(s) with IndusInd Media & Communications Limited ("**IMCL**"), an entity under common control with the Company, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business, and the aggregate of such transaction(s), is/are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with IMCL.

The management has provided the Audit Committee with the relevant details, as required under the law, of proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with IMCL for an aggregate value up to ₹ 30 crores to be entered during financial year 2023-24. The Committee has noted that the said transaction(s) will be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the shareholders for approval.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in "**Annexure 2**".

Background, details and benefits of transaction(s):

The Board of Directors of your Company, at its meeting held on February 17, 2022, approved the Scheme of Arrangement between NXTDIGITAL Limited ("NXT" or "the Company") and Hinduja Global Solutions Limited ("HGS") and their respective shareholders pursuant to Section 230-232 and other applicable provisions of the Companies Act, 2013 wherein the Digital, Media and Communications Business Undertaking and investments in the subsidiaries on going concern basis and allied activities of NXT stand transferred to and vested in HGS.

Hon'ble National Company Law Tribunal, Mumbai sanctioned the said Scheme of Arrangement vide Order dated November 11, 2022, wherein the Digital, Media and Communications Business undertaking of NXT including the investments in subsidiaries along with all their concomitant rights, obligations and liabilities, has been transferred to HGS including all the registered brands/trademarks owned by the Company. Since, the complete transfer as specified in the NCLT's Order is in progress, however, substantially completed, there could be some transactions with IMCL which will spill over to financial year 2023-24 in the form of rendering/receipt of services, rent and maintenance charges payable etc. These transactions will be on arm's length basis and in the ordinary course of business.

Item No.: 5 - Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm's length basis and in the ordinary course of business.

With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual

consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (**“Materiality Threshold”**).

In the financial year 2023-24, the Company proposes to enter into Related Party Transaction(s) with IN Entertainment (India) Limited (**“INEL”**), an entity under common control with the Company, on mutually agreed terms and conditions, on arm’s length basis and in the ordinary course of business, and the aggregate of such transaction(s), is/are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with INEL.

The management has provided the Audit Committee with the relevant details, as required under the law, of proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with INEL for an aggregate value up to ₹ 20 crores to be entered during financial year 2023-24. The Committee has noted that the said transaction(s) will be on arms’ length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 5 of the accompanying Notice to the shareholders for approval.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in **“Annexure 2”**.

Background, details and benefits of transactions:

The Board of Directors of your Company, at its meeting held on February 17, 2022, approved the Scheme of Arrangement between NXTDIGITAL Limited (**“NXT”** or **“the Company”**) and Hinduja Global Solutions Limited (**“HGS”**) and their respective shareholders pursuant to Section 230-232 and other applicable provisions of the Companies Act, 2013 wherein the Digital, Media and Communications Business Undertaking and investments in the subsidiaries on going concern basis and allied activities of NXT stand transferred to and vested in HGS.

Hon’ble National Company Law Tribunal, Mumbai sanctioned the said Scheme of Arrangement vide Order dated November 11, 2022, wherein the Digital, Media and Communications Business undertaking of NXT including the investments in subsidiaries along with all their concomitant rights, obligations and liabilities, has been transferred to HGS including all the registered brands/trademarks owned

by the Company. Since, the complete transfer as specified in the NCLT’s Order is in progress, however, substantially completed, there could be some transactions with INEL which will spill over to financial year 2023-24 in the form of rendering/receipt of services, purchase of goods etc. These transactions will be on arm’s length basis and in the ordinary course of business.

Item No.: 6 – Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm’s length basis and in the ordinary course of business.

With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (**“Materiality Threshold”**).

In the financial year 2023-24, the Company proposes to enter into Related Party Transaction(s) with ONEOTT Intertainment Limited (**“ONEOTT”**), an entity under common control with the Company, on mutually agreed terms and conditions, on arm’s length basis and in the ordinary course of business, and the aggregate of such transaction(s), is/are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with ONEOTT.

The management has provided the Audit Committee with the relevant details, as required under the law, of proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with ONEOTT for an aggregate value up to ₹ 30 crores to be entered during financial year 2023-24. The Committee has noted that the said transaction(s) will be on arms’ length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 6 of the accompanying Notice to the shareholders for approval.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in **"Annexure 2"**.

Background, details and benefits of transaction(s):

The Board of Directors of your Company, at its meeting held on February 17, 2022, approved the Scheme of Arrangement between NXTDIGITAL Limited ("NXT" or "the Company") and Hinduja Global Solutions Limited ("HGS") and their respective shareholders pursuant to Section 230-232 and other applicable provisions of the Companies Act, 2013 wherein the Digital, Media and Communications Business Undertaking and investments in the subsidiaries on going

concern basis and allied activities of NXT stand transferred to and vested in HGS.

Hon'ble National Company Law Tribunal, Mumbai sanctioned the said Scheme of Arrangement vide Order dated November 11, 2022, wherein the Digital, Media and Communications Business undertaking of NXT including the investments in subsidiaries along with all their concomitant rights, obligations and liabilities, has been transferred to HGS including all the registered brands/trademarks owned by the Company. Since, the complete transfer as specified in the NCLT's Order is in progress, however substantially completed, there could be some transactions with ONEOTT which will spill over to financial year 2023-24 in the form of rendering/receipt of services etc. These transactions will be on arm's length basis and in the ordinary course of business.

ANNEXURE -2

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED WITH RELATED PARTIES OF NXTDIGITAL LIMITED IN TERMS OF THE SEBI CIRCULAR DATED NOVEMBER 22, 2021.

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Intertainment Limited
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Hinduja Realty Ventures Limited, forms part of Promoter Group of the Company where Hinduja Realty Ventures Limited holds 7.39% of paid-up equity share capital.	Hinduja Global Solutions Limited is an entity under common control with the Company.	IndusInd Media & Communications Limited is an entity under common control with the Company.	In Entertainment (India) Limited is an entity under common control with the Company.	OneOTT Intertainment Limited is an entity under common control with the Company.
2	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	None	Ms. Bhumika Batra, Mr. Anil Harish, Mr. Sudhanshu Tripathi and Mr. Munesh Khanna are common Directors in both the Companies.	Mr. Munesh Khanna is common Director in both the Companies.	None	Mr. Munesh Khanna is common Director in both the Companies.
3	Type, material terms and particulars of the proposed transactions;	The transaction involves likely sale of Land situated at Bengaluru during the FY 2023-24, aggregating up to ₹ 250 crores.	The transaction involves rendering of services, receipt of services and other transactions during FY 2023-24, aggregating up to ₹ 20 crores.	The transaction involves giving Rent and Maintenance charges for using the Company's property and rendering of services, receipt of services and other transactions during FY 2023-24, aggregating up to ₹ 30 crores.	The transaction involves purchase of goods and rendering of services, receipt of services and other transactions during FY 2023-24, aggregating up to ₹ 20 crores.	The transaction involves rendering of services, receipt of services and other transactions during FY 2023-24, aggregating up to ₹ 30 crores.
4	Tenure of the proposed transaction (particular tenure shall be specified)	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24
5	Value of the proposed transaction;	₹ 250 crores	₹ 20 crores	₹ 30 crores	₹ 20 crores	₹ 30 crores
6	The percentage of the listed entity's annual consolidated turnover , for the financial year 2022-23, that is represented by the value of the proposed transaction;	More than 10%	More than 10%	More than 10%	More than 10%	More than 10%

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Entertainment Limited
7.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable				
8	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable				
	i) details of the source of funds in connection with the proposed transaction					
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments					
	a) nature of indebtedness b) cost of funds c) tenure	Not Applicable				
	nature of indebtedness					
	cost of funds					
	tenure;					
9	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable				
10	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable				

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Entertainment Limited
11	Justification as to why the RPT is in the interest of the listed entity;	Please refer to “Background, details and benefits of the transaction” which forms part of the explanatory statement to the resolution no. 2.	Please refer to “Background, details and benefits of the transaction” which forms part of the explanatory statement to the resolution no. 3.	Please refer to “Background, details and benefits of the transaction” which forms part of the explanatory statement to the resolution no. 4.	Please refer to “Background, details and benefits of the transaction” which forms part of the explanatory statement to the resolution no. 5.	Please refer to “Background, details and benefits of the transaction” which forms part of the explanatory statement to the resolution no. 6.
12	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable				
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable				
14	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

By order of the Board of Directors,
For NXTDIGITAL LIMITED
Sd/-
Ashish Pandey
Company Secretary

Place : Mumbai
Date : March 03, 2023