



NXTDIGITAL LIMITED

(Formerly known as Hinduja Ventures Limited)

Registered Office - In Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400 093

• CIN. No.: L51900MH1985PLC036896 • Tel: (+91 22) 6691 0945 •

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**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

COMPANY APPLICATION NO. 378 OF 2020

In the matter of Companies Act, 2013

And

In the matter of Sections 230 - 232 of the Companies Act, 2013 and other applicable provisions of Companies Act 2013

And

In the matter of Scheme of Arrangement between IndusInd Media & Communications Limited (“IMCL” or “Demerged Company”) and NXTDIGITAL LIMITED (“NXTDIGITAL” or “Resulting Company”)

And

Their respective shareholders

NXTDIGITAL LIMITED (formerly known as Hinduja Ventures)
Limited), a Public Limited Company incorporated under the)
provisions of the Companies Act, 1956, having its registered office)
situated at IN Centre, 49/50, MIDC 12th Road, Andheri (East),)
Mumbai 400093, Maharashtra

..... Resulting Company

**Form No. MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the member(s) :

Registered Address :

E-mail Id :

Folio/ DP ID / Client ID No. :

I/We being the member(s) of _____ shares of NXTDIGITAL LIMITED, hereby appoint:

- (1) Name : _____
Address: : _____
E-mail ID: : _____
Signature: : _____, or failing him;
- (2) Name : _____
Address: : _____
E-mail ID: : _____
Signature: : _____, or failing him;
- (3) Name : _____
Address: : _____
E-mail ID: : _____
Signature: , : _____

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Meeting of the Equity Shareholders of the Resulting Company, convened as per the directions of the National Company Law Tribunal, Mumbai Bench pursuant to the Order dated February 27, 2020 passed in Company Scheme Application No. 378 of 2020 to be held on Thursday, April 16, 2020 at 11.30 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018, Maharashtra and at any adjournment thereof in respect of the resolution as is indicated below:

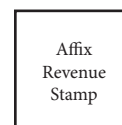
Sr. No.	Particulars	Vote (Optional) Please put a (✓) mark or please mention No. of shares	
		FOR	AGAINST
1.	To consider and approve the Scheme of Arrangement between IndusInd Media & Communications Limited (“IMCL” or “Demerged Company”) and NXTDIGITAL LIMITED (“NXTDIGITAL” or “Resulting Company”) and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013		

(Please put a (✓) mark

Signed this day of 2020

Signature of shareholder(s):

Signature of Proxy holder:



Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company at IN Centre, 49/50, MIDC 12th Road, Andheri (East), Mumbai, Maharashtra 400093, not less than 48 (Forty-Eight) hours before the commencement of meeting.
- (2) A proxy need not be a shareholder of the company.
- (3) All the alterations made in the form of proxy should be initialed.
- (4) For the Resolution, Explanatory Statement and Notes, please refer to the Notice of National Company Law Tribunal Convened Meeting of Equity Shareholders.
- (5) A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Resulting Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies etc must be supported by appropriate resolution / authority as applicable. The proxy holder shall prove his/ her identity at the time of attending the meeting
- (6) Please affix appropriate revenue stamp before putting signature.
- (7) In case of multiple proxies, the proxy later in the time shall be accepted.
- (8) No one shall be appointed as a proxy who is minor.
- (9) The proxy of a shareholder blind or incapable of writing would be accepted if such shareholder has attached his signature or mark thereto in the presence of a witness who shall add his signature, his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the shareholder before he attached his signature or mark.
- (10) The proxy of a shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 9 above and the witness certifies that it was explained the shareholder in the language known to him, and gives the shareholder’s name in English below his signature.