

August 28, 2020

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

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

**SUB: Allotment of 34,96,655 new equity shares of Rs 10/ each**

Dear Sir/ Madam,

Further to our letter dated August 26, 2020 intimating about issue of 34,95,655 new equity shares for allotment of shares to shareholders of IndusInd Media & Communications Limited pursuant to order of National Company Law Board Tribunal approving the scheme vide its order dated August 26, 2020 and delegating power to the Stake Holder Committee to allot the shares on completion procedure of allotment.

Pursuant to said delegation of power, the Stake holder relationship Committee at its meeting held today i.e. August 28, 2020, allotted 34,96,655 new equity shares to the shareholders of IndusInd Media & Communications Limited (IMCL) on Record Date August 25, 2020 (Fixed by the Board of Directors of IMCL) pursuant to clause 4 of the Scheme of Arrangement between NXTDIGITAL LIMITED and IndusInd Media & Communications Limited (IMCL) and its respective shareholders by which Media and Communication undertaking of IMCL is demerged into the Company. The certified true copy of resolution passed by the Stake holder relationship Committee at its meeting held on August 28, 2020 attached **(Marked Annexure I)**.

The Scheme of Arrangement was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated August 21, 2020 and it became effective on filing of the said order with Registrar of Companies on August 21, 2020.

With the issue and allotment of 34,95,655 new equity shares of Rs. 10/- each the issued, subscribed and paid up capital of the Company will increase from 2,05,55,503 equity shares of Rs. 10/- each to 2,40,51,158 equity shares of Rs. 10/- each.



(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 CIN. No.: L51900MH1985PLC036896



Necessary application for listing of said 34,95,655 new equity is being made to BSE Limited and National Stock exchanges Limited.

The meeting commenced at 10.30 a.m. and concluded at 11.05 a.m.

Request you to kindly take the same on your records.

Thanking You.

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

**Ashok Mansukhani**  
**Managing Director**  
DIN: 00143001

Cc: NSDL/CDSL and Registrar and Share transfer agent

**Annexure I**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE STAKEHOLDER RELATIONSHIP COMMITTEE AT ITS MEEING HELD ON AUGUST 28, 2020**

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**“RESOLVED THAT** pursuant to the Sections 42 and 62 (as amended or re-enacted from time to time) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Rule 13 Companies (Prospectus and Allotment of Securities) Rules, 2014 the consent of the Stake Holder Relationship Committee of the Company be and is hereby accorded for an allotment of 34,95,655 (Thirty-Four Lakh Ninety Five Thousand Six Hundred and Fifty-Five only) fully paid-up New Equity Shares of the Company, having face value of Rs. 10/- each (Rupee Ten only) as per the Hon’ble National Company Law Board Tribunal (NCLT), Mumbai Bench order dated August 21, 2020, approving the Scheme of Arrangement between NXTDIGITAL LIMITED and IndusInd Media & Communications Limited (IMCL) and filing with Registrar of Companies (Scheme becoming effective from 21/08/2020 ) be and are hereby allotted to the following Shareholders of IMCL on Record date fixed by the Board of IMCL, i.e., August 25, 2020 as per Allotment register placed before the Committee.

Sr. No.	Name of new Allottees post demerger	Indian/ Foreign	Type	Holding in IMCL	No. of new shares to be allotted in Resulting Company NXT DIGITAL in the ratio of 10: 125	Details of Demat/Physical	Share Certificate no and Distinctive no
1	IndusInd International Holdings Ltd.	Public	Body Corporate	1,95,83,178	15,66,654	Demat Account no IN300159 10010840	Share certificate no 483 dist no 20555504 to 22122157
2	IndusInd Bank Ltd.	Public	Body Corporate	37,50,000	3,00,000	Demat Account no IN300159 10292385	Share certificate no 484 dist no 22122158

							to 22422157
3	Dilip Lakhi	Public	Individual	42,78,822	3,42,306	Demat Account No IN300159 10026342	Share certificate no 485 dist no 22422158 to 22764463
4	IndusInd Channel Limited	Public	Body Corporate	19,95,500	1,59,640	Demat account no IN300159 10997624	Share certificate no 486 dist no 22764464 to 22924103
5	Amas Mauritius Limited	Promoter	Body Corporate	51,13,793	4,09,103	Demat account no IN300159 10132998	Share certificate no 487 dist no 22924104 to 23333206
6	IndusInd Communications Limited	Public	Body Corporate	74,40,000	5,95,200	Physical	Share certificate no 488 dist no 23333207 to 23928406
7	Kudelski S.A. Switzerland	Public	Body Corporate	15,34,400	1,22,752	Physical	Share certificate no 489 dist no 23928407 to 24051158
8	NXT DIGITAL LIMITED			15,09,34,930	0.00		
		<b>TOTAL</b>		<b>19,46,30,623</b>	<b>34,95, 655</b>		

**RESOLVED FURTHER THAT** the 34,95,655 New Equity Shares of Rs 10/ each shall rank pari-passu with existing Equity Shares of the Company including dividends and other corporate benefits, if any, declared by the Company after this allotment.

**RESOLVED FURTHER THAT** pursuant to Section 46 read with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, the share certificates in respect of physical shares shall be issued under the signatures of Mr. A.P. Hinduja and Mr. Anil Harish, Directors of the Company and Mr. Hasmukh Shah, Company Secretary of the Company and the seal of the Company to be affixed in their presence and Mr. Hasmukh Shah, Company Secretary be and hereby authorized to do all acts, deeds, and things which are necessary to give effect to the above-said resolution.

**RESOLVED FURTHER THAT** necessary entries in respect of allotment of aforesaid shares be made in the Register of Members.

**RESOLVED FURTHER THAT** applications for final listing and trading approvals be made with the National Stock Exchange of India Limited and BSE Limited for the Equity Shares allotted in the Issue.

**RESOLVED FURTHER THAT** Mr. Ashok Mansukhani, Managing Director or Mr. Amar Chintopanth, Chief Financial Officer, or Mr. Hasmukh Shah, Company Secretary of the Company be and are hereby severally authorized and empowered to sign and submit the letter of application, letters, forms, and other deeds, documents, instruments, and writings to the Stock Exchanges, Ministry of Corporate Affairs, Reserve Bank of India, National Securities Depository Limited or the Central Depository Services (India) Limited or such other authorities as may be required to be filed in connection with the allotment, listing and trading of such Equity Shares and to do all such acts, deeds, and things as may be necessary or desirable to give effect to the above resolution.”

**//Certified True Copy//**

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

**Ashok Mansukhani  
Managing Director  
DIN: 00143001**



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