

May 26, 2022

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: Annual Secretarial Compliance Report (ASCR) for the year ended March 31, 2022 as per Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

Pursuant to Regulation 24A(2) of the Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report (ASCR) of the Company for the year ended March 31, 2022, issued by Ms. Rupal. D. Jhaveri, Practicing Company Secretary (FCS No. 5441; CP No. 4225).

You are requested to please take the above on records. Please note that in addition to the above, ASCR shall be made available to the Stock Exchanges in XBRL mode.

Thanking You.

Yours faithfully,  
For **NXTDIGITAL 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 CIN. No.: L51900MH1985PLC036896



**SECRETARIAL COMPLIANCE REPORT OF NXTDIGITAL LIMITED (FORMERLY KNOWN AS HINDUJA VENTURES LIMITED) FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

I have examined:

- a) all the documents and records made available to us and explanation provided by **NXTDIGITAL LIMITED** (formerly known as **Hinduja Ventures Limited** (“the listed entity”)),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **31<sup>st</sup> March, 2022** (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(To the extent applicable to the Company during the audit period)*
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable to the Company during the audit period)*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not Applicable to the Company during the audit period)*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not Applicable to the Company during the audit period)*



# RUPAL D. JHAVERI

COMPANY SECRETARY

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

- g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; *(Not Applicable to the Company during the audit period*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

And circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- d) The reporting of actions by the listed entity to comply with the observations made in previous report does not arise during the review period.



*R. Jhaveri*

Rupal Dhiren Jhaveri

FCS No: 5441

Certificate of Practice No. 4225

UDIN: F005441D000395567

Peer Review No. PR1139/2021

Place: Mumbai

Date: May 26, 2022