

September 2, 2022

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai - 400 001.
Scrip Code: 500189

National Stock Exchange of India Ltd.
“Exchange Plaza”,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
Symbol: NXTDIGITAL

Dear Sirs/ Madam,

Sub: Disclosure of Voting Results of the remote e-voting and voting at the meeting of the Equity Shareholders of NXTDIGITAL Limited held on September 2, 2022 at 11.30 a.m. and Scrutinizer’s Report - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in continuation to our earlier letter dated July 29, 2022 wherein it was informed that the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) vide its Order dated July 29, 2022, has, *inter-alia*, directed to convene the meeting of the Equity Shareholders of NXTDIGITAL Limited on Friday, September 2, 2022 at 11:30 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

In this regard, it is informed that Notice of said meeting along with the Explanatory Statement and all other annexures was sent to the Shareholders on July 29, 2022 seeking the approval of the Shareholders of the Company for the following resolution:

Sl. No.	Descriptions of Resolution(s)
1.	To consider, and if thought fit, approve, the Scheme of Arrangement between NXTDIGITAL Limited (“Demerged Company”) and Hinduja Global Solutions Limited (“Resulting Company”) and their respective shareholders (“Scheme of Arrangement”) under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The Company has provided voting facility through remote e-voting to the Equity Shareholders of the Company in respect of the resolution proposed to be passed at the Meeting. The remote e-voting commenced on Monday, August 29, 2022 at 9.00 a.m. (IST) and ended on Thursday, September 1, 2022 at 5:00 p.m. (IST). The Company has also provided facility for voting through ballot at the venue of the meeting.

A person whose name appeared in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, August 26, 2022 were entitled to avail the facility of remote e-voting or voting at the Meeting.



(Formerly known as Hinduja Ventures Limited)

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



We wish to inform you that the above resolution has been approved by the Members of the Company at their meeting held today i.e. September 2, 2022 at 11.30 am at Hall of Harmony, Nehru Centre, Dr. A B Road, Worli Mumbai 400018, with more than requisite majority i.e. 99.99% majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of combined voting results (i.e. results of remote e-voting and voting at the venue of the meeting) for the said Resolution in the prescribed format along with the copy of the Scrutinizer's Report dated September 2, 2022 are enclosed herewith in Annexure A. The same will also be made available on the Company's website at <https://www.nxtdigital.co.in/investors/corporate-restructure/> and on the website of the Company's Registrar and Transfer Agent (RTA) i.e. KFin Technologies Limited at <https://evoting.kfintech.com>.

Kindly take the above information on record.

Thanking You,

For **NXTDIGITAL Limited**



Ashish Pandey
Company Secretary

Encl: As above

ANNEXURE A

	NXTDIGITAL LIMITED
Date of the AGM/EGM	02-09-2022
Total number of shareholders on record date	9751
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	170
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve the Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,17,75,491	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,64,111	30,87,656	59.7907	30,87,656	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		30,87,656	59.7907	30,87,656	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	67,32,019	44,25,747	65.7417	44,24,725	1,022	99.9769	0.0230	0	0
	Poll		12,367	0.1837	12,367	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		44,38,114	65.9254	44,37,092	1,022	99.9770	0.0230	0	0
Total		3,36,71,621	75,25,770	22.3505	75,24,748	1,022	99.9864	0.0136	0	0

Amrita Nautiyal & Associates

Practicing Company Secretary

1, Bina Shopping Centre,

M.V. Road,

Andheri East,

Mumbai 400 069.

Tel-Fax: 022 26830079/80

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulation, 2015 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") vide its order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022.

To,

Mr. Prashant Asher-

Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") for the meeting of Equity Shareholders of NXTDIGITAL Limited.

Dear Sir,

Sub : Consolidated Scrutinizer's Report for remote e-voting and voting at the NCLT Convened Meeting of the Equity Shareholders ("Meeting") of NXTDIGITAL Limited in connection with the resolution detailed in notice dated July 29, 2022 ("Notice"), convening Meeting of the Company on Friday, September 2, 2022, at 11.30 a.m.(IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018 in pursuance of directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench vide it's order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022.

I, Amrita D.C. Nautiyal, Practicing Company Secretary, proprietor at Amrita Nautiyal & Associates have been appointed as Scrutinizer by Hon'ble NCLT for purpose of remote E-voting process ("Remote e-voting") as well as voting by use of electronic means or ballot papers at the meeting ("voting") in respect of resolution proposed at the meeting held on Friday, September 2, 2022, at 11.30 a.m. (IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018, in accordance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in pursuance of directions issued by the Hon'ble NCLT, Mumbai Bench vide it's order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022.



Amrita Nautiyal & Associates

Practicing Company Secretary

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I do hereby submit my Report as under:-

- a. The Company appointed KFin Technologies Limited ("**KFinTech**") as the **Service Provider** for providing the facility for voting by the equity shareholders through remote e-voting. Further, the Company also provided the facility to vote by ballot papers at the venue of the meeting.
- b. KFin Tech is also the Registrar and Transfer Agent ("**RTA**") of the Company.
- c. KFinTech had provided a system for recording the votes of the equity shareholders electronically through remote e-voting on the item of the business sought to be transacted at the meeting of the Company, which was held on Friday, September 02, 2022
- d. KFinTech had set up remote e-voting facility at <https://evoting.kfintech.com>. The Company had uploaded Notice of the meeting containing the item of the business to be transacted at the meeting on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their equity shareholders to cast their vote through remote e-voting.
- e. The Management of the company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the voting done through the remote e-voting and voting at the Meeting by ballot papers on the resolution contained in the Notice of the Meeting.
- f. My responsibility as a Scrutinizer for the voting process through remote e-voting and voting at the Meeting by ballot papers, was restricted to scrutinize the remote e-voting and voting process at the venue of the Meeting, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by KFinTech and ballot papers scrutinized.
- g. The Cut-off date was Friday, August 26, 2022 for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and voting at the Meeting on the resolution seeking their approval.
- h. The remote e-voting period commenced at 9:00 A.M. (IST) on Monday, August 29, 2022 and closed at 5:00 P.M.(IST) on Thursday, September 01, 2022
- i. The Company completed the dispatch of the Notice of the meeting by electronic mode to those equity shareholders whose email IDs are registered with the KFinTech / Depositories/Company and through courier/mail, physically to those equity shareholders who have not registered their email IDs with the KFinTech



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Depositories/ Company by July 29, 2022. The Notice contained the detailed procedure to be followed by the equity shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.

- j. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standards (All editions) on August 01, 2022 and translation thereof in Marathi language in "Sakal" on August 01, 2022 respectively.
- k. KFinTech provided the names, DPID/folio numbers and shareholding of equity shareholders who had cast their votes through remote e-voting.
- l. After completion of voting process at the Meeting, the votes cast through voting at the Meeting and through remote e-voting prior to the date of the Meeting were unblocked and downloaded from the e-voting website of KFinTech. The remote e-voting data / results downloaded from the e-voting system of KFinTech and the ballot papers submitted by the equity shareholders were scrutinised and reviewed, votes were counted and results were prepared.
- m. The Consolidated result of the voting for the Tribunal Convened Meeting is as under: -

To consider and approve Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013.



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	No. of Members who cast their votes through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Members who cast their votes through Ballot papers at Tribunal Convened Meeting (C)	No. of votes cast through Ballot papers at Tribunal Convened Meeting (D)	Total valid confirmations of remote e-voting and Ballot paper at Tribunal Convened Meeting (A+C)	Total votes cast (B+D)	Percentage of total votes cast (%)
Votes cast in favour of the resolution	116	75,12,381	33	12,367	149	75,24,748	99.9864
Votes cast against the resolution	03	1,022	0	0	3	1,022	0.0136
Total	119	75,13,403	33	12,367	152	75,25,770	100.0000

Based on the foregoing, the Resolution as stated in the Notice of the Meeting of the Company **Stands Passed** with the 99.9864% i.e. more than requisite majority is in accordance with the requirements of section 230 of the Companies Act, 2013 on the date of the Tribunal Convened Meeting i.e. Friday, September 2, 2022, at 11.30 a.m. (IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018 of equity shareholders through electronic means and ballot papers

The electronic data & ballots papers and all other relevant records relating to the voting are under my safe custody and will be handed over to the Company for preserving safely after Chairman considers, approves and signs the minutes of Tribunal Convened Meeting.

Place: Mumbai

Date: 02nd September, 2022

For Amrita Nautiyal & Associates
PR. No: 1332/2022

CS Amrita Nautiyal
Proprietor

FCS No: 5079 / C P No: 7989

UDIN: F005079D000893527

