

September 02, 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: Proceedings of the Meeting of Equity Shareholders of the Company held on Friday, September 02, 2022 convened as per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') by its Order dated July 29, 2022.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to directions of the National Company Law Tribunal, Mumbai Bench by its Order dated July 29, 2022, a Meeting of the Equity Shareholders of NXTLDIGITAL Limited ("the Company") was held on Friday, September 02, 2022 at 11.30 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 ("the Meeting").

At the said meeting, the Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders under the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, has been approved by the Equity Shareholders of the Company with more than requisite majority i.e., 99.99% majority.

In this regard, please find enclosed the summary of proceedings of the Meeting pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on records.

Thanking You,
Yours Faithfully,

For NXTDIGITAL LIMITED

ASHISH
PANDEY
Ashish Pandey

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ASHISH PANDEY
Date: 2022.09.03
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Company Secretary

Encl: as stated above



(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



HINDUJA GROUP

PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 02, 2022 AT 11.30 A.M. AT HALL OF HARMONY, NEHRU CENTRE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400018 CONVENED AS PER THE DIRECTIONS OF HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('NCLT') BY ITS ORDER DATED JULY 29, 2022

At the outset, Mr. Ashish Pandey, Company Secretary, welcomed all present at Hon'ble NCLT Convened Meeting of Equity Shareholders of the Company pursuant to the Order dated July 29, 2022 in the matter of Scheme of Arrangement between NXTDIGITAL Limited and Hinduja Global Solutions Limited and their respective shareholders under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013.

Thereafter, he introduced the Board Members present at the meeting: Mr. Anil Harish, Independent Director, Mr. Prashant Asher, Independent Director, Ms. Bhumika Batra, Independent Director, Mr. Sudhanshu Tripathi, Non-Executive Director, Mr. Munesh Khanna, Independent Director, Mr. Vynsley Fernandes, Managing Director and Chief Executive Officer, Mr. Amar Chintopanth, Whole Time Director and Chief Financial Officer. He further stated that vide Order dated July 29, 2022 in the Company Scheme Application C.A. (CAA)/ 155/2022, the Hon'ble National Company Law Tribunal, Mumbai Bench had appointed Mr. Prashant Asher, as the Chairman for meeting of Equity Shareholders of Company. He further stated that pursuant to the said Order of Hon'ble NCLT, Ms. Amrita Nautiyal, Practicing Company Secretary (CP No. 7989) (Membership No. FCS 5079) had been appointed as the Scrutinizer of this meeting and was present at the meeting.

Thereafter, he requested Chairman to take this meeting forward as the requisite quorum was present.

1. Pursuant to NCLT Order, Mr. Prashant Asher being the Chairman of the Meeting took the chair and welcomed the Members to the Hon'ble NCLT convened meeting of Equity Shareholders of the Company.
2. The total number of Members present at the meeting were 154 in person and 18 through proxies.
3. The Chairman called the Meeting to order as the requisite quorum was present and informed that meeting was convened "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.
4. He further informed that the Hon'ble NCLT vide order dated July 29, 2022 had appointed Ms. Amrita D. C. Nautiyal, Practicing Company Secretary, (CP No. 7989) (Membership No. FCS 5079) of M/s. Amrita Nautiyal & Associates as the Scrutinizer under the Order of the Hon'ble NCLT dated July 29, 2022 to conduct the voting process in a fair and transparent manner. She confirmed the availability of Ballot Box for availing the facility to cast vote through Ballot Papers at the meeting.
5. He further informed that the copy of Notice along with Explanatory Statement dated July 29, 2022 and all other annexures were sent to all the Equity Shareholders by electronic mode whose e-mail addresses are registered with the Registrar and Transfer Agents of Company/ Depository Participant(s); equity shareholders who had not registered their e-mail addresses, printed copy of the same had been sent; the dispatch of Notice by physical mode along with Explanatory Statement and all other annexures had been completed on July 29, 2022.

6. The members were informed that as per the Order of NCLT, newspaper advertisements of the shareholder's notice were given in Business Standard (in English) and Sakal (in Marathi) which were published in the newspapers on August 1, 2022.
7. He further informed that the Company had offered remote E-voting facility to its equity shareholders holding equity shares as on August 26, 2022, being the cut-off date, to exercise their right to vote on the resolution; a person, whose name is not recorded in the Register of Members or in the Register of Beneficial Owners maintained by NSDL/CDSL as on the cut-off date i.e. August 26, 2022 is not be entitled to facility of remote E-voting or voting at the Venue of the meeting; voting rights shall be reckoned on the paid-up value of the equity shares registered in the names of the equity shareholders as on August 26, 2022; e-voting commenced on Monday, August 29, 2022 at 9.00 am IST and ended on Thursday, September 1, 2022 at 5.00 pm IST.
8. The Notice dated July 29, 2021 convening the said Meeting along with Explanatory Statement, which were already circulated to the members, were taken as read, with the consent of members.
9. The Chairman, then invited Members to ask questions, seek clarifications and give comments and suggestions if any, on the Scheme of Arrangement. The Chairman along with the Director/ members of the management satisfactorily responded to them.
10. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI Listing Regulations, the Company had provided facility for voting through remote e-voting system administered by KFIN Technologies Limited ('KFin'), Registrar and Share Transfer Agents of the Company. The remote e-voting commenced at 09.00 a.m. IST on Monday, August 29, 2022 and ended at 5.00 p.m. IST on Thursday, September 01, 2022. The Chairman informed the Members that the facility for voting at the venue of the meeting is also provided. Since, this meeting is conducted in person, the requirement of appointing Proxies is applicable. Hence, Member, Proxies, Authorized Representatives who have not voted electronically, can cast their vote at the meeting through Ballot Paper.
11. Further Members were informed that Ms. Amrita Nautiyal, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the process of e- voting process in a fair and transparent manner and the voting facility through ballot paper remained open for next 15 minutes to enable the Members to cast their votes. After completion of voting, the Scrutinizer will submit a consolidated Scrutinizer's Report (on remote e-voting and on voting at the meeting through Ballot).
12. The Chairman further informed that results of e-voting would be declared within two working days from the conclusion of the meeting and the same will be submitted to the National Stock Exchange of India Limited and BSE Limited, and will also be displayed at the Notice Board of the Company at its Registered Office situated at In Centre, 49/50 MIDC, 12th Road, Andheri (East), Mumbai-400 093, Maharashtra and the same will also be posted on the website of the Company.

13. After the completion of the transactions of the business as per the Notice dated July 29, 2022, the Chairman declared the Meeting concluded and thanked the Members, Proxies and Authorized Representatives for attending the meeting.
14. The Meeting concluded at 11.57 A.M.
15. The Scrutinizer's report was received after the conclusion of the Meeting on September 02, 2022 and as set out therein, the said Resolution on the Scheme was passed with requisite majority i.e., majority in number representing three-fourth in value.

Note: This document does not constitute minutes of the Meeting of the Company.

This is for your information and records.

Thanking you.

Yours faithfully,

For NXTDIGITAL Limited

AMAR

CHINTOPANTH
Amar Chintopanth

Whole Time Director & CFO

DIN: 00048789

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AMAR CHINTOPANTH
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