Hinduja Ventures
Inspiring Growth

October 23, 2019

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: HINDUJAVEN

Sub: 1. Voting Results of Postal Ballot pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for Change in Name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED".

2. Proceedings of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Further to Notice of the Postal Ballot dated September 6, 2019 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to inform that the Voting Results for the Postal Ballot Notice ("Notice") dated September 6, 2019 sent to Members of the Company on the following resolution, has been announced on October 23, 2019 at the registered office of the Company.

"Approval for change of Name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company"

In this regard, please find attached herewith the following:

1. Voting Results of the Postal Ballot as per the format prescribed in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements);
2. Scrutinizer's Report issued by Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No.: 5441); and
3. Proceedings of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Kindly note that based on the Scrutinizer's Report, the above mentioned resolution has been passed with requisite majority.

The aforesaid Voting Results along with Scrutinizer's Report are available on the website of the Company at www.hindujaventures.com.

This is for your information and record.

Yours truly,

For Hinduja Ventures Limited

Ashok Mansukhani

Ashok Mansukhani
Managing Director
(DIN: 00143001)

HINDUJA VENTURES LIMITED MUMBAI MUMBAI-93

CIN. No.: L51900MH1985PLC036896
Hinduja Ventures Limited, In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.
Phone: +91 22 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com

Company Name	HINDUJA VENTURES LTD
Date of the Event	October 22, 2019
Total number of shareholders on record date	9602
No. of shareholders present in the meeting either in person or	NA
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	NA
Promoters and Promoter Group:	NA
Public:	NA

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for change of name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company							
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**
Promoter and Promoter Group	E-Voting	14557906	11594452	79.6437	11594452	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11594452	79.6437	11594452	0	100.0000	0.0000
Public- Institutions	E-Voting	1336405	2379	0.1780	2379	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2379	0.1780	2379	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4661192	666296	14.2945	666287	9	99.9986	0.0014
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		25525	0.5476	25450	75	99.7062	0.2938
	Total		691821	14.8421	691737	84	99.9879	0.0121
	Total	**20555503**	**12288652**	**59.7828**	**12288568**	**84**	**99.9993**	**0.0007**

HINDUJA VENTURES LIMITED MUMBAI

RUPAL D. JHAVERI FCS 5441 CP 4225 COMPANY SECRETARY

RUPAL D. JHAVERI
COMPANY SECRETARY
22, Rajgir Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

The Chairman
Hinduja Ventures Limited
In Centre, 49/50, MIDC,
Andheri (East)
Mumbai – 400093

Dear Sir,

I, Mrs. Rupal D. Jhaveri, Practicing Company Secretary (Membership No. 5441 and Certificate of Practice No. 4225) have been appointed by the Board of Directors of Hinduja Ventures Limited (the "Company") as the Scrutinizer, for scrutinizing in a fair and transparent manner, the Postal Ballot/ e-voting process of the Company, conducted for seeking approval of the Members of the Company for the Special Resolution proposed to be passed under Section 4,5,13,14 and all other applicable provisions of the Companies Act, 2013 viz. Approval for change of name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company, as contained in the Postal Ballot Notice dated September 6, 2019, issued pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014. I submit my report as under:

1. The dispatch of the Postal Ballot Notice and Postal Ballot Forms to the Members of the Company, whose names appeared in the Register of Members / List of Beneficial owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, September 13, 2019, being the cut-off date, was completed on Tuesday, September 17, 2019

2. Pursuant to Rule 20(4)(v) and Rule 22(3) of the Companies (Management & Administration) Rules, 2014 and the Secretarial Standards - 2, Advertisements were published by the Company on Wednesday, September 18, 2019 in Business Standard newspaper, in English Language and in Sakaal newspaper, in Marathi Language, about having completed the dispatch of the Postal Ballot Notice along with Postal Ballot Form and self-addressed postage prepaid envelope to the Members, along with other matters laid down in the stated Rules.

3. The E-voting commenced on Monday, September 23, 2019 (9.00 a.m.) onwards and ended on Tuesday, October 22, 2019 (5.00 p.m.). The remote e-voting services were provided by Karvy Fintech Private Limited ("Karvy").

4. All the data of e-voting i.e. the results of e-Voting along with the list of Members containing the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares who voted "For", "Against" and "Invalid" for the Special Resolution were downloaded from the e-voting portal of Karvy, by unblocking the event on Tuesday, October 22, 2019, after 5 p.m.

RUPAL D. JHAVERI FCS: 5441 CP: 4225 COMPANY SECRETARY

5. All the Postal Ballot Forms including E-Voting received up to 5.00 p.m. on Tuesday, October 22, 2019, being the last date and time fixed by the Company for receipt of Postal Ballot Forms, were scrutinized by me with respect to their validity and have been recorded.

6. No Postal Ballot Forms received after 5.00 p.m. on Tuesday, October 22, 2018, have been considered by me.

I hereby submit a combined report on the result of the Postal Ballot including on E-voting as per the statement attached herewith as an Annexure.

Thanking you.

RUPAL D. JHAVERI
FCS:5441
CP :4225
COMPANY SECRETARY

Rupal D. Jhaveri
Practising Company Secretary
Membership No: F5441
C. P. No: 4225

Place: Mumbai
Date: October 23, 2019

Annexure to Report of the Scrutinizer dated Wednesday, October 23, 2019

Special Resolution: Approval for change of name of the Company from "HINDUJA VENTURES LIMITED" to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

(i) Voted **in favour** of the Resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	52	1,22,63,118	99.9999
Physical Ballot	97	25,450	99.7062
Total	**149**	**1,22,88,568**	**99.9993**

(ii) Voted **against** the Resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	9	9	0.0001
Physical Ballot	1	75	0.2938
Total	**10**	**84**	**0.0007**

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote e-voting	1	138
Physical Ballot	20	3,166
Total	**21**	**3,304**

Resolution is passed with requisite majority

The Register containing the relevant details stated in Rule 22(10) of Companies (Management and Administration) Rules, 2014, all other papers and relevant records relating to Postal Ballot including electronic voting shall be under my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thanking you,

RUPAL D. JHAVERI FCS:5441 CP :4225 COMPANY SECRETARY

Rupal D. Jhaveri
Practising Company Secretary
Membership No: F5441
C.P No: 4225

Place: Mumbai
Date: October 23, 2019

Counter Signed by
For Hinduja Ventures Limited

Ashok P. Hinduja
Chairman

SUMMARY OF THE PROCEEDINGS OF ANNOUNCEMENT OF THE RESULTS OF POSTAL BALLOT OF HINDUJA VENTURES LIMITED ON WEDNESDAY, OCTOBER 23, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT IN CENTRE, 49/50, MIDC, ANDHERI (EAST), MUMBAI – 400 093.

1. Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a notice of postal ballot dated September 06, 2019 along with Postal Ballot Form and Postage prepaid envelope (hereinafter referred to as "Postal Ballot Notice"), containing a Special Resolution in respect of Change of Name of the Company from Hinduja Ventures Limited to "NXTDIGITAL LIMITED" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company was sent to the Members of the Company for their approval.

2. The Postal Ballot Notice was dispatched through physical mode to all the Members of the Company holding the shares of the Company as on the cut- off date i.e., September 13, 2019 and additionally dispatched by electronic mode to those Members whose e-mail ids were registered with the Company or depository participant as on the cut –off date.

3. The Board of Directors on September 06, 2019 had approved the said Postal Ballot Notice and also appointed Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company provided e-voting facility to all its Members in order to enable them to cast their votes electronically. Karvy Fintech Private Limited was appointed as an agency for providing e-voting facility to all its Members to enable them to cast their votes electronically. The e-voting portal of Karvy Fintech Private Limited for voting purpose remained open from Monday, September 23, 2019, (9.00 a.m. (IST) onwards) till Tuesday, October 22, 2019, (up to 5.00 p.m. (IST)), and thereafter the same was disabled.

5. Ms. Rupal Jhaveri, Practicing Company Secretary, the Scrutinizer had carried out the scrutiny of all Postal Ballot Form received physically as well as votes polled electronically up to 5:00 p.m. on October 22, 2019 and had submitted her report dated October 23, 2019 to the Chairman on October 23, 2019.

6. On the basis of the Scrutinizer Report, Mr. Ashok P. Hinduja, Chairman declared the results of the Postal Ballot on October 23, 2019 at the registered office of the Company at In Centre, 49/50, MIDC, Andheri (East), Mumbai – 400093.

7. As per the voting results the Special Resolution set out in the Postal Ballot Notice was duly passed by the Members with requisite majority. In accordance with the Secretarial Standard 2, the special resolution shall be deemed to be passed by the members on October 22, 2019.

8. The details of Special Resolution and Explanatory Statement are as under:

HINDUJA VENTURES LIMITED MUMBAI-93 MUMBAI

Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from **"Hinduja Ventures Limited"** to **"NXTDIGITAL LIMITED"**.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

The Name of the Company shall be NXTDIGITAL LIMITED.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. **"Hinduja Ventures Limited"** be substituted with the new name, i.e. **"NXTDIGITAL LIMITED"** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company and at all other places wherever appearing.

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the Registrar of Companies (ROC) and to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Recognizing the growth potential of the 'Media and Communications business in the backdrop of the fact that IMCL's 'Media and Communications business' has matured, and the associated risks has reduced significantly as well as the recent regulatory reforms (New Tariff Order) providing additional stimuli, the Board of Directors of your Company at its meeting on 27th August 2019 had approved Scheme of Arrangement for demerger of Media Communications undertaking of IndusInd Media and Communications Limited (Demerged Company) into Hinduja Ventures Limited (Resulting Company) and their respective shareholders subject to all statutory/ regulatory approvals and approval of the shareholders.

Hinduja Ventures Limited believes that this media business has a high growth potential going forward due to a fast maturing industry and recent regulatory reforms like New Tariff Order

HINDUJA VENTURES LIMITED MUMBAI-93

("NTO"). These stimuli provide the right opportunity to consolidate media vertical which will propel it to the next level of growth and performance.

Benefits of this consolidation into a single group will achieve flexibility, scale and financial strength. Upon segregation of identified business undertaking, post restructuring the Company shall be able to achieve higher long-term financial returns, increased competitive strength, cost reduction and efficiencies, productivity gains, and logistical advantages, thereby significantly contributing to future growth in their respective business verticals.

The following benefits shall accrue to the shareholders:

- Consolidation and growth of Media and Communications undertaking which will help to enhance and will show marked improvement in market shares and revenues.
- Focused Management, Organization Efficiency and Operational Synergies.
- Unlock shareholders value.
- Efficiency in Fund raising for harnessing future growth.

Rationale for change in name of the Company to NXTDIGITAL LIMITED:

In order to reflect the Media and Communication business it was proposed to change the name of the Company from "Hinduja Ventures Limited" to "NXTDIGITAL LIMITED".

The Standalone turnover of Hinduja Ventures Limited as per Audited Standalone Profit and Loss Account for the year ended March 31, 2019 was Rs. 46.99 crores which includes turnover of Rs. 39.45 crores from Media and Communication segment which works out to 83.95% of standalone Audited turnover of Hinduja Ventures Limited for the year ended March 31, 2019.

The Consolidated turnover of Hinduja Ventures Limited as per Audited Consolidated Profit and Loss Account for the year ended March 31, 2019 was Rs. 710.58 Crores which includes turnover of Rs. 703.04 crores from Media and Communication segment which works out to 98.91% of consolidated turnover of Hinduja Ventures Limited as on March 31, 2019.

The Company then made an application for reservation and availability of name change to the CRC, MCA and the desired name "NXTDIGITAL LIMITED" is made available by them vide their letter dated 31st August 2019 to the Company.

The proposed name change will be effected on receipt of requisite approvals from the shareholders, BSE Limited and National Stock Exchange of India Limited where equity shares of your Company are listed.

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution. The Board of Directors had vide its resolution dated 6th September 2019 subject to the approval of the shareholders have accorded consent for the following matters:

a) Approval for change of Name of the Company;
b) Alteration of Memorandum of Association & Articles of Association of the Company;
c) Authorized Directors and/or Company Secretary to take all steps to implement the decision of change of name of the Company and to do all other acts & deeds to comply with the requirements prescribed.

HINDUJA VENTURES LIMITED MUMBAI-93

The Directors considered the proposed Special Resolution is in the interest of the Company and recommended the Special Resolution as set out in the notice, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for your approval by way of Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

9. The Summary of the Voting Results is as under:

Valid / Invalid votes	Number of Members voted through e-voting and Postal Ballot Form	Number of votes cast (Shares)	% of total number of valid votes cast
Votes in favour of resolution	149	1,22,88,568	99.9993
Votes against the resolution	10	84	0.0007
Invalid/ Abstain votes	21	3,304	-

For Hinduja Ventures Limited

Ashok Mansukhani

Ashok Mansukhani
Managing Director
DIN: 00143001

HINDUJA VENTURES LIMITED MUMBAI-93

Date: October 23, 2019

CIN. No.: L51900MH1985PLC036896
Hinduja Ventures Limited, In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.
Phone: +91 22 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com