

October 1, 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**

Dear Sir/ Madam,

**Sub: Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the members of the Company and Voting Results.**

Further to our letter dated September 08, 2020 wherein we had forwarded Notice of the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Members of the Company to be held on **Wednesday, September 30, 2020 at 03.00 p.m.** by means of Video Conferencing ("VC") / Other Audio Visual means ("OAVM") on account of outbreak of COVID-19 pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform that the Thirty Fifth Annual General Meeting ("35<sup>th</sup> AGM") of the Members of the Company was held on Wednesday, September 30, 2020 at 03.00 p.m. by means of Video Conferencing ("VC") / Other Audio Visual means ("OAVM") and the business(s) mentioned in the Notice dated September 04, 2020 were duly transacted and approved by the members with requisite majority.

In this regard, we enclose the following:

1. Voting results of the 35<sup>th</sup> AGM pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached as **Annexure - I.**
2. Report of Scrutinizer dated September 30, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 attached as **Annexure- II.**
3. Summary of proceedings of the 35<sup>th</sup> AGM pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached as **Annexure - III.**
4. Intimation towards Declaration of Dividend by the Shareholders attached as **Annexure - IV.**

Kindly take the same on your record.

Thanking You.

Yours faithfully,

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

AMAR  
CHINTOPANTH  
Amar Chintopanth  
Whole Time Director & CFO

Digitally signed by AMAR  
CHINTOPANTH  
Date: 2020.10.01 17:05:56 +05'30'



(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



|                                                                                      |                    |
|--------------------------------------------------------------------------------------|--------------------|
|                                                                                      | NXTDIGITAL LIMITED |
| <b>Date of the AGM/EGM</b>                                                           | 30-09-2020         |
| <b>Total number of shareholders on record date</b>                                   | 8214               |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b> |                    |
| <b>Promoters and Promoter Group:</b>                                                 | 14                 |
| <b>Public:</b>                                                                       | 52                 |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>           |                    |
| <b>Promoters and Promoter Group:</b>                                                 | Not Applicable     |
| <b>Public:</b>                                                                       | Not Applicable     |

|                                                                           |                                                                                                                                                                                                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 1                                                                                                                                                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Board of Directors and the Auditors thereon |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                                                                                                                                                                                       | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                          |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                                                       | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                          |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                                                       | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                                                                                                                                                                                           |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                          |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                                                                                                                                                                                          | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                                                                                          |                        |                         |                                                               |                              |                            |                                                           |                                                         |
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| Resolution No.                                                            | 2                                                                                                                                        |                        |                         |                                                               |                              |                            |                                                           |                                                         |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To declare a final dividend of Rs. 5- per equity share Face value of Rs. 10- each for the financial year ended March 31, 2020 |                        |                         |                                                               |                              |                            |                                                           |                                                         |
| 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<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                 | 1,49,67,009            | 1,17,34,459             | 78.4022                                                       | 1,17,34,459                  | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll                                                                                                                                     |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                            |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                    |                        | 1,17,34,459             | 78.4022                                                       | 1,17,34,459                  | 0                          | 100.0000                                                  | 0.0000                                                  |
| Public- Institutions                                                      | E-Voting                                                                                                                                 | 18,76,967              | 3,00,000                | 15.9832                                                       | 3,00,000                     | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll                                                                                                                                     |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                            |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                    |                        | 3,00,000                | 15.9832                                                       | 3,00,000                     | 0                          | 100.0000                                                  | 0.0000                                                  |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                 | 72,07,182              | 22,78,177               | 31.6098                                                       | 22,78,168                    | 9                          | 99.9996                                                   | 0.0004                                                  |
|                                                                           | Poll                                                                                                                                     |                        | 3,265                   | 0.0453                                                        | 3,265                        | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                            |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                    |                        | 22,81,442               | 31.6551                                                       | 22,81,433                    | 9                          | 99.9996                                                   | 0.0004                                                  |
|                                                                           | Total                                                                                                                                    | 2,40,51,158            | 1,43,15,901             | 59.5227                                                       | 1,43,15,892                  | 9                          | 99.9999                                                   | 0.0001                                                  |

|                                                                           |                                                                                                                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 3                                                                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint a director in place of Mr. Sudhanshu Tripathi DIN06431686, who retires by rotation and being eligible, offers himself for re-appointment |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                                                                                                       | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                          |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                       | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                          |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                       | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                                                                                                           |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                          |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                                                                                                          | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                                                                                                                                                                                                                                               |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 4                                                                                                                                                                                                                                                                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint Ms Haribhakti Co. LLP, Chartered Accountants as Statutory Auditors for the first term of five years with effect from Conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting and to fix their remuneration by Audit CommitteeBoard |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                                                                                                                                                                                                                                      | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                         |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                                                                                                      | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                         |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                                                                                                      | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                                                                                                                                                                                                                                          |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                         |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                                                                                                                                                                                                                                         | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                                                                                                       |                        |                         |                                                               |                              |                            |                                                           |                                                         |
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| Resolution No.                                                            | 5                                                                                                                                                     |                        |                         |                                                               |                              |                            |                                                           |                                                         |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Re-appointment of Ms. Bhumika Batra as an Independent Director for a period of Five years with effect from March 11, 2020 to March 10, 2025 |                        |                         |                                                               |                              |                            |                                                           |                                                         |
| 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<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                              | 1,49,67,009            | 1,17,34,459             | 78.4022                                                       | 1,17,34,459                  | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll                                                                                                                                                  |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                         |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                                 |                        | 1,17,34,459             | 78.4022                                                       | 1,17,34,459                  | 0                          | 100.0000                                                  | 0.0000                                                  |
| Public- Institutions                                                      | E-Voting                                                                                                                                              | 18,76,967              | 3,00,000                | 15.9832                                                       | 3,00,000                     | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll                                                                                                                                                  |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                         |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                                 |                        | 3,00,000                | 15.9832                                                       | 3,00,000                     | 0                          | 100.0000                                                  | 0.0000                                                  |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                              | 72,07,182              | 22,78,177               | 31.6098                                                       | 22,78,168                    | 9                          | 99.9996                                                   | 0.0004                                                  |
|                                                                           | Poll                                                                                                                                                  |                        | 3,265                   | 0.0453                                                        | 3,265                        | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                         |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                                 |                        | 22,81,442               | 31.6551                                                       | 22,81,433                    | 9                          | 99.9996                                                   | 0.0004                                                  |
|                                                                           | Total                                                                                                                                                 | 2,40,51,158            | 1,43,15,901             | 59.5227                                                       | 1,43,15,892                  | 9                          | 99.9999                                                   | 0.0001                                                  |

|                                                                           |                                                                                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 6                                                                                                                                                                            |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Extension of terms of Appointment of Mr. Ashok Mansukhani DIN 00143001 - Managing Director and Key Managerial Personnel of the Company and payment of Remuneration |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                                                                                                                     | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                        |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                     | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                        |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                     | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                                                                                                                         |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                        |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                                                                                                                        | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                           |                        |                         |                                                            |                              |                            |                                                        |                                                      |
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| Resolution No.                                                            | 7                                                                         |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Mr. Amar Chintopanth DIN - 00048789 as Director |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                  | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                     |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                  | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                     |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                  | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                      |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                     |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                     | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                                                                                                                                      |                        |                         |                                                               |                              |                            |                                                           |                                                         |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|---------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Resolution No.                                                            | 8                                                                                                                                                                                    |                        |                         |                                                               |                              |                            |                                                           |                                                         |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Appointment of Mr. Amar Chintopanth as Whole Time Director for a period of Three years with effect from September 4, 2020 to September 3, 2023 and payment of Remuneration |                        |                         |                                                               |                              |                            |                                                           |                                                         |
| 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<br>(3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                             | 1,49,67,009            | 1,17,34,459             | 78.4022                                                       | 1,17,34,459                  | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll                                                                                                                                                                                 |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                        |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                                                                |                        | 1,17,34,459             | 78.4022                                                       | 1,17,34,459                  | 0                          | 100.0000                                                  | 0.0000                                                  |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                             | 18,76,967              | 3,00,000                | 15.9832                                                       | 3,00,000                     | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Poll                                                                                                                                                                                 |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                        |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                                                                |                        | 3,00,000                | 15.9832                                                       | 3,00,000                     | 0                          | 100.0000                                                  | 0.0000                                                  |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                             | 72,07,182              | 22,78,177               | 31.6098                                                       | 22,78,168                    | 9                          | 99.9996                                                   | 0.0004                                                  |
|                                                                           | Poll                                                                                                                                                                                 |                        | 3,265                   | 0.0453                                                        | 3,265                        | 0                          | 100.0000                                                  | 0.0000                                                  |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                        |                        | 0                       | 0.0000                                                        | 0                            | 0                          | 0.0000                                                    | 0.0000                                                  |
|                                                                           | Total                                                                                                                                                                                |                        | 22,81,442               | 31.6551                                                       | 22,81,433                    | 9                          | 99.9996                                                   | 0.0004                                                  |
|                                                                           | Total                                                                                                                                                                                | 2,40,51,158            | 1,43,15,901             | 59.5227                                                       | 1,43,15,892                  | 9                          | 99.9999                                                   | 0.0001                                                  |

|                                                                           |                                                                                                                                                                                                                                  |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution No.                                                            | 9                                                                                                                                                                                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Appointment of Mr. Vynsley Fernandes as “Manager for a period of three years with effect from conclusion of 35th Annual General Meeting i.e. from September 30, 2020 to September 29, 2023 and payment of remuneration |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                                                                                                                                                                         | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                    |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                            |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                                         | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                                                                                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                    |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                            |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                                         | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                                                                                                                                                                             |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                    |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                                                                                                            |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                                                                                                                                                                            | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                                    |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution No.                                                            | 10                                                                                 |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Modification in Borrowing Limits from Rs 1,000 Crores to Rs 2,000 Crores |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                           | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                               |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                              |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                           | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                               |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                              |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                           | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                               |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                              |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                              | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution No.                                                            | 11                                                                                                                                           |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Increase in the limit on Sale, Mortgage or Creation of Charge on the assets of the Company from Rs 1,000 Crores to Rs 2,000 Crores |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                                                                                                                     | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                        |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                                                                                                                     | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                        |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                     | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                                                                                                         |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                                                                        |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                                                                                                        | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                        |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|--------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution No.                                                            | 12                                                     |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Ratification of Cost Auditor's Remuneration |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                               | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                   |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                  |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                               | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                   |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                  |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                               | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                                   |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                  |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                                  | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

|                                                                           |                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution No.                                                            | 13                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Raising of Funds up to Rs 500 Crores |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| 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                                       | 1,49,67,009            | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                          |                        | 1,17,34,459             | 78.4022                                                    | 1,17,34,459                  | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Institutions                                                      | E-Voting                                       | 18,76,967              | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                          |                        | 3,00,000                | 15.9832                                                    | 3,00,000                     | 0                          | 100.0000                                               | 0.0000                                               |
| Public- Non Institutions                                                  | E-Voting                                       | 72,07,182              | 22,78,177               | 31.6098                                                    | 22,78,168                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Poll                                           |                        | 3,265                   | 0.0453                                                     | 3,265                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                          |                        | 22,81,442               | 31.6551                                                    | 22,81,433                    | 9                          | 99.9996                                                | 0.0004                                               |
|                                                                           | Total                                          | 2,40,51,158            | 1,43,15,901             | 59.5227                                                    | 1,43,15,892                  | 9                          | 99.9999                                                | 0.0001                                               |

Digitally signed by  
 Rupal Dhiren  
 Jhaveri  
 Date: 2020.10.01  
 18:10:22 +05'30'

**MGT-13**

**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 35<sup>th</sup> AGM of  
NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) held on Wednesday,  
September 30, 2020**

To,

**Mr. Amar Chintopanth,**

**Authorised Director**

NXTDIGITAL LIMITED

(formerly known as Hinduja Ventures Limited)

In Centre, 49/50, MIDC, 12<sup>th</sup> Road,

Marol, Andheri (East), Mumbai – 400093

**35<sup>th</sup> Annual General Meeting (the 'AGM') of the Equity Shareholders of NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) held on Wednesday, September 30, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 3:00 PM IST**

**Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the General Circular No. 20/2020 dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (the "MCA") and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (the "SEBI") commonly referred to as 'Applicable Circulars'.**

Dear Sir,

I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No. 5441 and Certificate of Practice No. 4225), have been appointed as Scrutinizer NXTDIGITAL LIMITED (formerly known as Hinduja Ventures Limited) (the "Company") in its Board Meeting held on September 4, 2020 to scrutinize the Remote E-voting process as well as to scrutinize the electronic voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the "**Applicable Circulars**" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (Coronavirus) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars. I submit my report as under:

1. The Company had appointed KFin Technologies Private Limited (formerly Karvy Fintech Pvt. Ltd.) as the 'Service Provider', for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the AGM.

2. Service Provider is also the Registrar and Share Transfer Agents ('RTA') of the Company.
3. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the AGM, on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company, which was held on Wednesday, September 30, 2020.
4. The Service Provider had set up electronic voting facility on their website <https://evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted at the AGM 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 Members to cast their vote through Remote E-Voting.
5. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
6. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast on the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the service provider.
7. The Company has provided remote e-voting facility on all items of the business sought to be transacted at the AGM held on September 30, 2020. The same commenced on Saturday, September 26, 2020 (9.00 a.m. IST) onwards and concluded on September 29, 2020 (5.00 p.m. IST). The remote e-voting services were provided by the Service Provider.
8. Further, during the AGM, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC / OAVM but did not participate in the Remote E-voting to record their votes.
9. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the AGM, Service Provider provided me with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.
10. Subsequently, the votes cast through remote e-voting and voting at meeting were unblocked at around 4:22 p.m. on September 30, 2020 in the presence of two witnesses and the voting summary statement was downloaded from Service Provider (<https://evoting.kfintech.com>).
11. The summary of the results of the remote e-voting and voting through electronic means are as under:

**Resolution No. 1: Audited standalone and consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors' and the Auditor's thereon. (Ordinary Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 2: Declaration of final dividend of Rs. 5 per equity share (Face value of Rs. 10/- each) for the financial year ended March 31, 2020. (Ordinary Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 3: Re-appointment of Mr. Sudhanshu Tripathi (DIN: 06431686), who retires by rotation and being eligible, offered himself for re-appointment. (Ordinary Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 4: Appointment of M/s. Haribhakti & Co. LLP Chartered Accountants (Firm Registration No. 103523W/W100048) as Statutory Auditors of the Company for the first term of five consecutive years commencing from the conclusion of this Thirty Fifth Annual General Meeting till the conclusion of Fortieth Annual General Meeting. (Ordinary Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 5: Re-appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director for a second term of five consecutive years, from March 11, 2020 to March 10, 2025. (Special Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 6: Extension of terms of Appointment of Mr. Ashok Mansukhani (DIN: 00143001) - Managing Director and Key Managerial Personnel of the Company with effect from April 29, 2020 till the conclusion of this Thirty- Fifth Annual General Meeting (Special Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 7: Appointment of Mr. Amar Chintopanth (DIN: 00048789) as Director.  
(Ordinary Resolution)**

(i) Voted **for** the Resolution:

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast in favour of the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|---------------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 109                            | 1,43,12,627                                             | 99.9999                                      |
| Voting through electronic means | 9                              | 3,265                                                   | 100.0000                                     |
| <b>Total</b>                    | <b>118</b>                     | <b>1,43,15,892</b>                                      | <b>99.9999</b>                               |

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

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast against the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 6                              | 9                                                  | 0.0001                                       |
| Voting through electronic means | 0                              | 0                                                  | 0.0000                                       |
| <b>Total</b>                    | <b>6</b>                       | <b>9</b>                                           | <b>0.0001</b>                                |

(iii) Invalid votes:

| <b>Mode</b>                     | <b>Number of members</b> | <b>Number of votes cast</b> |
|---------------------------------|--------------------------|-----------------------------|
| Remote e-voting                 | 2                        | 7,54,840                    |
| Voting through electronic means | 0                        | 0                           |
| <b>Total</b>                    | <b>2</b>                 | <b>7,54,840</b>             |

***The Resolution is passed with requisite majority.***

**Resolution No. 8: Appointment of Mr. Amar Chintopanth (DIN: 00048789) as Whole Time Director for a period of Three years with effect from September 4, 2020 to September 3, 2023. (Special Resolution)**

(i) Voted **for** the Resolution:

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast in favour of the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|---------------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 109                            | 1,43,12,627                                             | 99.9999                                      |
| Voting through electronic means | 9                              | 3,265                                                   | 100.0000                                     |
| <b>Total</b>                    | <b>118</b>                     | <b>1,43,15,892</b>                                      | <b>99.9999</b>                               |

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

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast against the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 6                              | 9                                                  | 0.0001                                       |
| Voting through electronic means | 0                              | 0                                                  | 0.0000                                       |
| <b>Total</b>                    | <b>6</b>                       | <b>9</b>                                           | <b>0.0001</b>                                |

(iii) Invalid votes:

| <b>Mode</b>                     | <b>Number of members</b> | <b>Number of votes cast</b> |
|---------------------------------|--------------------------|-----------------------------|
| Remote e-voting                 | 2                        | 7,54,840                    |
| Voting through electronic means | 0                        | 0                           |
| <b>Total</b>                    | <b>2</b>                 | <b>7,54,840</b>             |

***The Resolution is passed with requisite majority.***

**Resolution No. 9: Appointment of Mr. Vynsley Fernandes as Manager. (Special Resolution)**

(i) Voted **for** the Resolution:

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast in favour of the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|---------------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 109                            | 1,43,12,627                                             | 99.9999                                      |
| Voting through electronic means | 9                              | 3,265                                                   | 100.0000                                     |
| <b>Total</b>                    | <b>118</b>                     | <b>1,43,15,892</b>                                      | <b>99.9999</b>                               |

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

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast against the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 6                              | 9                                                  | 0.0001                                       |
| Voting through electronic means | 0                              | 0                                                  | 0.0000                                       |
| <b>Total</b>                    | <b>6</b>                       | <b>9</b>                                           | <b>0.0001</b>                                |

(iii) Invalid votes:

| <b>Mode</b>                     | <b>Number of members</b> | <b>Number of votes cast</b> |
|---------------------------------|--------------------------|-----------------------------|
| Remote e-voting                 | 2                        | 7,54,840                    |
| Voting through electronic means | 0                        | 0                           |
| <b>Total</b>                    | <b>2</b>                 | <b>7,54,840</b>             |

***The Resolution is passed with requisite majority.***

**Resolution No. 10: Approval for Modification in Borrowing Limits. (Special Resolution)**

(i) Voted **for** the Resolution:

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast in favour of the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|---------------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 109                            | 1,43,12,627                                             | 99.9999                                      |
| Voting through electronic means | 9                              | 3,265                                                   | 100.0000                                     |
| <b>Total</b>                    | <b>118</b>                     | <b>1,43,15,892</b>                                      | <b>99.9999</b>                               |

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

| <b>Mode</b>                     | <b>Number of members voted</b> | <b>Number of votes cast against the resolution</b> | <b>% of total number of valid votes cast</b> |
|---------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------|
| Remote e-voting                 | 6                              | 9                                                  | 0.0001                                       |
| Voting through electronic means | 0                              | 0                                                  | 0.0000                                       |
| <b>Total</b>                    | <b>6</b>                       | <b>9</b>                                           | <b>0.0001</b>                                |

(iii) Invalid votes:

| <b>Mode</b>                     | <b>Number of members</b> | <b>Number of votes cast</b> |
|---------------------------------|--------------------------|-----------------------------|
| Remote e-voting                 | 2                        | 7,54,840                    |
| Voting through electronic means | 0                        | 0                           |
| <b>Total</b>                    | <b>2</b>                 | <b>7,54,840</b>             |

***The Resolution is passed with requisite majority.***

**Resolution No. 11: Increase in the limit on Sale, Mortgage or Creation of Charge on the assets of the Company. (Special Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 12: Ratification of Cost Auditor's Remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus goods and service tax and reimbursement of actual out of pocket expenses, if any, to M/s. ABK & Associates, Cost Accountants (Firm Registration No: 000036). (Ordinary Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

***The Resolution is passed with requisite majority.***

**Resolution No. 13: Approval for Raising of funds by public issue, rights issue or any other issue including Qualified Institutions Placement pursuant to Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (SEBI Regulations), or otherwise, in the domestic or one or more international markets. (Special Resolution)**

(i) Voted **for** 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                 | 109                     | 1,43,12,627                                      | 99.9999                               |
| Voting through electronic means | 9                       | 3,265                                            | 100.0000                              |
| <b>Total</b>                    | <b>118</b>              | <b>1,43,15,892</b>                               | <b>99.9999</b>                        |

(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                 | 6                       | 9                                           | 0.0001                                |
| Voting through electronic means | 0                       | 0                                           | 0.0000                                |
| <b>Total</b>                    | <b>6</b>                | <b>9</b>                                    | <b>0.0001</b>                         |

(iii) Invalid votes:

| Mode                            | Number of members | Number of votes cast |
|---------------------------------|-------------------|----------------------|
| Remote e-voting                 | 2                 | 7,54,840             |
| Voting through electronic means | 0                 | 0                    |
| <b>Total</b>                    | <b>2</b>          | <b>7,54,840</b>      |

All the Resolutions mentioned in the Notice convening the AGM as per the details stated above stand passed under remote e-voting and voting conducted at AGM, with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and voting conducted at the AGM by the members of the Company. The other relevant records relating to remote e-voting and voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping after the Chairman signs the minutes.

Rupal Dhiren Jhaveri

Digitally signed by  
Rupal Dhiren Jhaveri  
Date: 2020.10.01  
17:08:10 +05'30'

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**Rupal D. Jhaveri**

**Practicing Company Secretary**

**F.C.S No.: 5441**

**CP No.: 4225**

**Place:** Mumbai

**Date:** October 1, 2020

Countersigned by:

**AMAR  
CHINTOPANTH**

Digitally signed by  
AMAR CHINTOPANTH  
Date: 2020.10.01  
17:20:12 +05'30'

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**Mr. Amar Chintopanth**

**Authorised Director**

**NXTDIGITAL LIMITED**

**Place:** Mumbai

**Date:** October 1, 2020

**SUMMARY OF THE PROCEEDINGS OF THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NXTDIGITAL LIMITED (FORMERLY KNOWN AS HINDUJA VENTURES LIMITED) HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT IN CENTRE, 49/50, MIDC, 12<sup>TH</sup> ROAD, ANDHERI (EAST), MUMBAI – 400 093 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM).**

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At the outset, Assistant Company Secretary Mr. Ashish Pandey, welcomes all present at 35<sup>th</sup> Annual general Meeting of the Company. He further stated that in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), Government of India has vide its General Circular No. 20 dated May 5, 2020 read with General Circular No. 14 dated April 8, 2020 and General Circular No. 17 April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), and MCA Circulars, this AGM of the Company is being conducted through VC / OAVM. The deemed venue for the AGM shall be registered office of the Company at IN CENTRE, 49/50, MIDC, 12th Road, Andheri (east), Mumbai – 4000 093. Thereafter, he requested Chairman to take this meeting forward.

1. Pursuant to Article 108 of the Articles of Association of the Company, Mr. Ashok P. Hinduja being the Chairman of the Board took the chair and welcomed the Members to the Thirty Fifth Annual General Meeting (“AGM”) of the Company.
2. The details of number of Members present at the meeting are as follows:

| Category         | Promoter & Promoter Group | Public    | Total     |
|------------------|---------------------------|-----------|-----------|
| In person        | N.A                       | N.A       | -         |
| Through Proxy    | N.A                       | N.A       | -         |
| Video Conference | 14                        | 52        | 66        |
| <b>Total</b>     | <b>14</b>                 | <b>52</b> | <b>66</b> |

3. The Chairman called the Meeting to order as the requisite quorum was present and informed the members that the e-voting facility is open for members who have not voted during the e-voting period. E-voting will be disabled fifteen minutes after the conclusion of the meeting. The shareholders who have not cast their vote can do e-voting in such duration.
4. The Chairman thereafter introduced to the Members the Directors present : Mr. Anil Harish, Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee, Mr. Prashant Asher, Independent Director, Ms. Bhumika Batra, Independent Director, Chairperson of Stakeholder Relationship Committee, Mr. Sudhanshu Tripathi, Non-Executive Director, Mr. Ashok Mansukhani, Managing Director, Mr. Amar Chintopanth , Whole Time Director and Chief Financial Officer, Mr. Vynsley Fernandes, Chief Executive Officer, Mr. Suresh Nair - Representative from Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors, Mr. Manoj Daga, Representative from Haribhakti and Co. L.L.P, Chartered Accountants.
5. The Notice convening the Thirty Fifth Annual General Meeting, the Board's Report 2019-20 including all Annexures and the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, which were already circulated to the members, were taken as read.

6. Chairman then requested Mr. Vynsley Fernandes, Chief Executive Officer of the Company to give a presentation on business overview of the Company. Mr. Vynsley Fernandes gave the presentation.
7. The Chairman informed the Members that the Notice dated September 4, 2020, of the Annual General Meeting contains both Ordinary Business and Special Business. The Explanatory Statement in respect of each of the Special business contains complete material facts of each of the Resolutions.
8. The Chairman, then invited Members to ask questions, seek clarifications and give comments and suggestions on the financial results and operations of the Company. From the list of Speakers already registered, Speakers asked questions, made suggestions. The Chairman along with the Director/ members of the management satisfactorily responded to them.
9. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Regulations, the Company had tied up with KFin Technologies Private Limited (Known as formerly Karvy Fintech Private Limited) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. The Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. IST on Saturday, September 26, 2020 and ended at 5.00 p.m. IST on Tuesday, September 29, 2020. The Chairman informed the Members that the members who have not cast their vote during the e-voting period will be allowed to vote during the meeting and in next fifteen minutes.
10. The Board of Directors had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the scrutinizer to scrutinize the process of e- voting process in a fair and transparent manner.
11. The Chairman informed that results of e-voting would be declared within 48 hours from the conclusion of the meeting. He also informed that the same will be submitted to the National Stock Exchange of India Limited and BSE Limited, 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 within 48 hours from the conclusion of the meeting and the same will also be posted on the website of the Company.
12. After the completion of the transactions of the business as per the Notice dated September 04, 2020, the Chairman declared the Meeting concluded and thanked the Members for attending the meeting and advised them to Stay safe and secure during this COVID-19 pandemic time.

This is for your information and records.

Thanking you.

Yours faithfully,

**For NXTDIGITAL Limited**  
**(formerly known as Hinduja Ventures Limited)**

**AMAR**

**CHINTOPANTH**

**Amar Chintopanth**

**Whole Time Director & CFO**

DIN: 00048789

Digitally signed by AMAR

CHINTOPANTH

Date: 2020.09.30 20:23:28

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October 1, 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**

Dear Sir/ Madam,

**Sub: Intimation towards Declaration of Dividend by the Shareholders.**

The Shareholders at the 35<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 30, 2020, declared final dividend of Rs. 5/- per equity share i.e. 50% as recommended by the Board at its meeting held on July 31, 2020.

The dividend will be paid to the shareholders whose names appears on register of members as on Record Date i.e. September 23, 2020 within stipulated time.

Kindly take the same on your record.

Thanking You.

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

**AMAR**  
**CHINTOPANTH** Digitally signed by  
AMAR CHINTOPANTH  
Date: 2020.10.01  
16:32:43 +05'30'

**Amar Chintopanth**  
**Whole-Time Director & CFO**



(Formerly known as Hinduja Ventures Limited)

Registered Office: IN CENTRE, 49/50 MIDC, 12<sup>th</sup> Road, Andheri (E), Mumbai - 400 093.

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