Date: March 13, 2020

To,

Department of Corporate Services, **BSE Limited,** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 500189	Department of Corporate Services, **National Stock Exchange of India Limited** Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Code: NXTDIGITAL

Ref: Regulation 47(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Sub: Newspaper Advertisement to members intimating about Notice to equity shareholders meeting pursuant to NCLT order.

Dear Sir/Madam,

Pursuant to the Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of paper cutting of Business Standard and Sakal on Friday, March 13, 2020, wherein the Newspaper Advertisement to members intimating about Notices to Equity Shareholders meeting on Thursday, April 16, 2020 pursuant to the order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated February 27, 2020 is published.

Kindly take the same on records.

Thanking you,

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

Ashok Mansukhani
Managing Director
DIN: 00143001

Encl: a/a

FORM NO. CAA-2
[Pursuant to section 230 (3) and rules 6 and 7]

NXTDIGITAL
the Hinduja-HITS network

FORMERLY KNOWN AS HINDUJA VENTURES LIMITED

CIN: L51900MH1985PLC036896
Regd. Office: IN Centre, 49/50, MIDC, 12th Road, Andheri (East),
Mumbai-400 093 I Phone No. 022-66910945,
E-mail Id: investorgrievances@nxtdigital.in I web: www.nxtdigital.co.in

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. 378 OF 2020.

In the matter of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between IndusInd Media & Communications Limited (**"IMCL"** or **"Demerged Company"**) and Hinduja Ventures Limited (now known as NXTDIGITAL Limited) (**"NXTDIGITAL" or "Resulting Company"**) and their respective shareholders.

NXTDIGITAL LIMITED (formerly known as "Hinduja Ventures Limited") (CIN No:) L51900MH1985PLC036896, a Company) incorporated under the Companies Act, 1956) having its registered office at IN Centre, 49/50,) MIDC, 12th Road, Andheri (East), Mumbai –) 400093 **... Resulting Company**

NOTICE AND ADVERTISEMENT OF MEETING OF EQUITY SHAREHOLDERS OF RESULTING COMPANY

Notice is hereby given that by an order dated February 27, 2020, the Hon'ble National Company Law Tribunal, Mumbai Bench **("Hon'ble NCLT")** has directed a meeting to be held of Equity Shareholders of the Resulting Company for the purpose of considering, and if thought fit, approving with or without modification, the arrangement embodied in the Scheme of Arrangement between IndusInd Media & Communications Limited and Hinduja Ventures Limited (now known as NXTDIGITAL LIMITED) **("NXTDIGITAL" or "Resulting Company")** and their respective Shareholders **("Scheme")**

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of the Resulting Company will be held as follows:

Class of Meeting	Date of Meeting	Day of Meeting	Timing	Venue of meeting
Equity Shareholders	April 16, 2020	Thursday	11:30 A.M	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018

The Equity Shareholders of the Resulting Company are requested to attend the meeting as per the above schedule.

Copies of the said scheme of arrangement, and of the statement under Sections 230 (3), 232 (1) & 2 and 102 can be obtained free of charge at the Registered Office of the Resulting Company situated at IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400093, Maharashtra.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Resulting Company situated at IN Centre, 49/50, MIDC, 12th Road, Andheri (East) Mumbai-400093 not later than 48 hours before the meeting.

Forms of proxy can be obtained at the Registered Office of the Resulting Company or can be downloaded from the Resulting Company's website at – *www.nxtdigital.co.in*.

The Hon'ble NCLT has appointed Mr. Ashok P. Hinduja, Chairman and Non-Executive Director authorized by the Resulting Company failing him Mr. Ashok Mansukhani, Managing Director of Resulting Company and failing him Mr. Amar Chintopanth, CFO of Resulting Company shall be the Chairperson of the meeting for the Resulting Company.

The Scheme, if approved in the aforesaid meeting, will be subject to approval of the Hon'ble NCLT.

The Resulting Company has on March 12, 2020 completed the dispatch of Notice along with the Explanatory Statement in physical form to all the Equity Shareholders and also in electronic form to the Equity Shareholders who have registered their e-mail ids with Depositories / Registrar and Share Transfer Agent / Resulting Company by permitted mode. The Notice has been sent to all the Equity Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the depositories as on Friday, March 06, 2020.

In compliance with the provisions of (i) Section 230 (4) read with Sections 108 and 110 of the Companies Act, 2013: (ii) Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014: (iii) Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and (iv) Secretarial Standards – 2 on General Meetings, the Resulting Company has provided the facility to the Equity Shareholders to cast their votes either by way of Postal Ballot or through Remote E-voting facility arranged by Kfin Technologies Private Limited.

The Equity Shareholders who have not casted their votes by Remote E-voting / Postal Ballot shall be able to exercise their right to vote at the meeting. An Equity Shareholder whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Friday, March 06, 2020 only shall be entitled to avail the facility of Remote E-voting as well as Postal Ballot and voting in the said meeting.

It is clarified that casting of votes by Postal Ballot / Remote E-voting means does not disentitle any Equity Shareholder from attending the meeting. However Equity Shareholder after exercising his/her/its right to vote through Postal Ballot / Remote E-voting shall not be allowed to vote again at the meeting.

The voting period for the Postal Ballot and Remote E-voting with regard to the meeting of Equity Shareholders shall commence on and from Tuesday, March 17, 2020 at 9:00 a.m. and end on Wednesday, April 15, 2020 at 5:00 p.m. During this period, Equity Shareholders of the Resulting Company holding shares in physical form or in dematerialized form as on Friday, March 06, 2020, may cast their votes electronically. The e-voting module shall be disabled by Kfin Technologies Private Limited for voting on Wednesday, April 15, 2020 at 5:00 p.m. and thereafter Equity Shareholders will not be allowed to vote electronically beyond Wednesday, April 15, 2020 at 5:00 p.m. Once the vote on a resolution is casted by the Equity Shareholders, he/ she shall not be allowed to change it subsequently.

The Notice of the meeting of Equity Shareholders of the Resulting Company is also displayed / posted on the website of the Resulting Company at *www.nxtdigital.co.in.*

Equity Shareholders who have not received the postal ballot form can download the same from the website of Resulting Company at *www.nxtdigital.co.in.* In case of an Equity Shareholder is desirous of obtaining a printed duplicate postal ballot form, he or she may send an e-mail to *investor.grievances@nxtdigital.in* . The Resulting Company shall arrange to forward the same along with postage prepaid self-addressed Business Reply Envelope to the requester.

The duly completed Postal Ballot form with regard to Equity Shareholder meeting should reach at the Registered Office of the Resulting Company situated at IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400093, Maharashtra on or before Wednesday, April 15, 2020 5:00 p.m. Any Postal Ballot form received from the Member beyond the said date will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said dates.

As directed by Hon'ble NCLT, Ms. Akanksha Bilaney, Practicing Company Secretary, (CP No. 11975), shall act as the Scrutinizer to scrutinize the votes cast either electronically or on Postal Ballot form or on poll at the meetings and submit a report on votes cast to the Chairman of the meeting.

The result of the voting shall be announced by the Chairman of the Meeting on or before April 17, 2020, upon receipt of Scrutinizer's report and the same shall be displayed at the website of the Resulting Company at *www.nxtdigital.co.in* and will be intimated to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited on the said date.

Members having any grievance pertaining to E-voting process can contact the Company's Registrar – KFin Technologies Private Limited, Selenium Tower, B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or at *einward.ris@kfintech.com* or phone no. 040 – 6716 2222 or call KFin's toll free No. 1-800-34-54-001 for any further clarifications or write to Mr. Hasmukh Shah, Company Secretary at *hasmukhs@nxtdigital.in* . Further, in case of any query or issue regarding e-voting, the members may please refer Help & FAQ's section available at Kfin website.

For NXTDIGITAL LIMITED
(Formerly known as Hinduja Ventures Limited)
Sd/-
Ashok P. Hinduja
Chairman appointed for the meeting
DIN: 00123180

Place: Mumbai
Date : March 12, 2020

सकाळ पुणे शुक्रवार १३ मार्च २०२०

FORM NO. CAA-2
[Pursuant to section 230 (3) and rules 6 and 7]

NXTDIGITAL

FORMERLY KNOWN AS HINDUJA VENTURES LIMITED

CIN: L51900MH1985PLC036896
Regd. Office: IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai-400 093 I Phone No. 022-66910945,
E-mail Id: investorgrievances@nxtdigital.in I web: www.nxtdigital.co.in

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. 378 OF 2020.

In the matter of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Arrangement between IndusInd Media & Communications Limited (**"IMCL"** or **"Demerged Company"**) and Hinduja Ventures Limited (now known as NXTDIGITAL Limited) (**"NXTDIGITAL" or "Resulting Company"**) and their respective shareholders.

NXTDIGITAL LIMITED (formerly known as "Hinduja Ventures Limited") (CIN No:) L51900MH1985PLC036896, a Company) incorporated under the Companies Act, 1956) having its registered office at IN Centre, 49/50,) MIDC, 12th Road, Andheri (East), Mumbai –)... **Resulting Company** 400093

NOTICE AND ADVERTISEMENT OF MEETING OF EQUITY SHAREHOLDERS OF RESULTING COMPANY

Notice is hereby given that by an order dated February 27, 2020, the Hon'ble National Company Law Tribunal, Mumbai Bench **("Hon'ble NCLT")** has directed a meeting to be held of Equity Shareholders of the Resulting Company for the purpose of considering, and if thought fit, approving with or without modification, the arrangement embodied in the Scheme of Arrangement between IndusInd Media & Communications Limited and Hinduja Ventures Limited (now known as NXTDIGITAL LIMITED) **("NXTDIGITAL" or "Resulting Company")** and their respective Shareholders **("Scheme")**

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of the Resulting Company will be held as follows:

Class of Meeting	Date of Meeting	Day of Meeting	Timing	Venue of meeting
Equity Shareholders	April 16, 2020	Thursday	11:30 A.M	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400018

The Equity Shareholders of the Resulting Company are requested to attend the meeting as per the above schedule.

Copies of the said scheme of arrangement, and of the statement under Sections 230 (3), 232 (1) & 2 and 102 can be obtained free of charge at the Registered Office of the Resulting Company situated at IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400093, Maharashtra.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Resulting Company situated at IN Centre, 49/50, MIDC, 12th Road, Andheri (East) Mumbai-400093 not later than 48 hours before the meeting.

Forms of proxy can be obtained at the Registered Office of the Resulting Company or can be downloaded from the Resulting Company's website at – *www.nxtdigital.co.in.*

The Hon'ble NCLT has appointed Mr. Ashok P. Hinduja, Chairman and Non-Executive Director authorized by the Resulting Company failing him Mr. Ashok Mansukhani, Managing Director of Resulting Company and failing him Mr. Amar Chintopanth, CFO of Resulting Company shall be the Chairperson of the meeting for the Resulting Company.

The Scheme, if approved in the aforesaid meeting, will be subject to approval of the Hon'ble NCLT.

The Resulting Company has on March 12, 2020 completed the dispatch of Notice along with the Explanatory Statement in physical form to all the Equity Shareholders and also in electronic form to the Equity Shareholders who have registered their e-mail ids with Depositories / Registrar and Share Transfer Agent / Resulting Company by permitted mode. The Notice has been sent to all the Equity Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the depositories as on Friday, March 06, 2020.

In compliance with the provisions of (i) Section 230 (4) read with Sections 108 and 110 of the Companies Act, 2013: (ii) Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014: (iii) Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and (iv) Secretarial Standards – 2 on General Meetings, the Resulting Company has provided the facility to the Equity Shareholders to cast their votes either by way of Postal Ballot or through Remote E-voting facility arranged by Kfin Technologies Private Limited.

The Equity Shareholders who have not casted their votes by Remote E-voting / Postal Ballot shall be able to exercise their right to vote at the meeting. An Equity Shareholder whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Friday, March 06, 2020 only shall be entitled to avail the facility of Remote E-voting as well as Postal Ballot and voting in the said meeting.

It is clarified that casting of votes by Postal Ballot / Remote E-voting means does not disentitle any Equity Shareholder from attending the meeting. However Equity Shareholder after exercising his/her/its right to vote through Postal Ballot / Remote E-voting shall not be allowed to vote again at the meeting.

The voting period for the Postal Ballot and Remote E-voting with regard to the meeting of Equity Shareholders shall commence on and from Tuesday, March 17, 2020 at 9:00 a.m. and end on Wednesday, April 15, 2020 at 5:00 p.m. During this period, Equity Shareholders of the Resulting Company holding shares in physical form or in dematerialized form as on Friday, March 06, 2020, may cast their votes electronically. The e-voting module shall be disabled by Kfin Technologies Private Limited for voting on Wednesday, April 15, 2020 at 5:00 p.m. and thereafter Equity Shareholders will not be allowed to vote electronically beyond Wednesday, April 15, 2020 at 5:00 p.m. Once the vote on a resolution is casted by the Equity Shareholders, he/ she shall not be allowed to change it subsequently.

The Notice of the meeting of Equity Shareholders of the Resulting Company is also displayed / posted on the website of the Resulting Company at *www.nxtdigital.co.in.*

Equity Shareholders who have not received the postal ballot form can download the same from the website of Resulting Company at *www.nxtdigital.co.in.* In case of an Equity Shareholder is desirous of obtaining a printed duplicate postal ballot form, he or she may send an e-mail to *investor.grievances@nxtdigital.in* . The Resulting Company shall arrange to forward the same along with postage prepaid self-addressed Business Reply Envelope to the requester.

The duly completed Postal Ballot form with regard to Equity Shareholder meeting should reach at the Registered Office of the Resulting Company situated at IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400093, Maharashtra on or before Wednesday, April 15, 2020 5:00 p.m. Any Postal Ballot form received from the Member beyond the said date will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said dates.

As directed by Hon'ble NCLT, Ms. Akanksha Bilaney, Practicing Company Secretary, (CP No. 11975), shall act as the Scrutinizer to scrutinize the votes cast either electronically or on Postal Ballot form or on poll at the meetings and submit a report on votes cast to the Chairman of the meeting.

The result of the voting shall be announced by the Chairman of the Meeting on or before April 17, 2020, upon receipt of Scrutinizer's report and the same shall be displayed at the website of the Resulting Company at *www.nxtdigital.co.in* and will be intimated to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited on the said date.

Members having any grievance pertaining to E-voting process can contact the Company's Registrar – KFin Technologies Private Limited, Selenium Tower, B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or at *einward.ris@kfintech.com* or phone no. 040 – 6716 2222 or call KFin's toll free No. 1-800-34-54-001 for any further clarifications or write to Mr. Hasmukh Shah, Company Secretary at *hasmukhs@nxtdigital.in* . Further, in case of any query or issue regarding e-voting, the members may please refer Help & FAQ's section available at Kfin website.

For NXTDIGITAL LIMITED
(Formerly known as Hinduja Ventures Limited)
Sd/-
Ashok P. Hinduja
Chairman appointed for the meeting
DIN: 00123180

Place: Mumbai
Date : March 12, 2020