

September 29, 2021

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051. **Company**
Script Code: NXTDIGITAL

Dear Sir/ Madam,

Sub: Proceedings of the Thirty Sixth (36th) Annual General Meeting of the members of the Company
Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,

Further to our letter dated September 04, 2021, wherein we had forwarded Notice convening the Thirty Sixth (36th) Annual General Meeting (AGM) of the Members of the Company to be held on Tuesday, September 28, 2021 at 03.30 p.m. by means of Video Conferencing ("VC") / Other Audio Visual means ("OAVM") on account of outbreak of COVID-19 pandemic, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, we would like to inform that the Thirty Sixth Annual General Meeting ("36th AGM") of the Members of the Company was held on Tuesday, September 28, 2021 at 03.30 p.m. by means of Video Conferencing ("VC") / Other Audio Visual means ("OAVM") and the business(s) mentioned in the Notice dated August 13, 2021 were duly transacted and approved by the members with requisite majority.

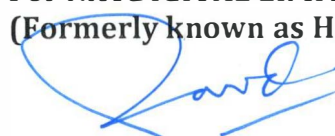
In this regard, we enclose proceedings of the 36th AGM pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on record.

Thanking you,

Yours faithfully,

For NXTDIGITAL LIMITED
(Formerly known as Hinduja Ventures Limited)


Ashish Pandey
Company Secretary



Encl: as stated above.



(Formerly known as Hinduja Ventures Limited)

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

T: +91 - 22 - 2820 8585 W: www.nxtdigital.co.in CIN. No.: L51900MH1985PLC036896



HINDUJA GROUP

PROCEEDINGS OF THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NXTDIGITAL LIMITED (FORMERLY KNOWN AS HINDUJA VENTURES LIMITED) HELD ON TUESDAY, SEPTEMBER 28, 2021, AT 03:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT IN CENTRE, 49/50, MIDC, 12TH ROAD, ANDHERI (EAST), MUMBAI – 400 093 THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO-VISUAL MEANS (OAVM).

At the outset, Mr. Ashish Pandey, Company Secretary, welcomed all present at 36th Annual general Meeting of the Company. He further stated that in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities & Exchange Board of India (“SEBI”) vide its circular dated 12 May 2020 and 15 January 2021 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 – 400093.

Thereafter, he introduced to the Members the Directors present at the meeting: Mr. Ashok P. Hinduja, Chairman, Mr. Anil Harish, Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee, Mr. Prashant Asher, Independent Director, Chairman of Corporate Social Responsibility Committee, Ms. Bhumika Batra, Independent Director, Chairperson of Stakeholder Relationship Committee, Risk Management Committee, Mr. Sudhanshu Tripathi, Non-Executive Director, Mr. Munesh Khanna, Independent Director, Mr. Vynsley Fernandes, Managing Director and Chief Executive Officer, Mr. Amar Chintopanth, Whole Time Director and Chief Financial Officer. He further stated that Mr. Manoj Daga, Mr. Snehal Shah, Mr. Dhaval Pandya representatives from Haribhakti and Co. L.L.P, Chartered Accountants, Statutory Auditors and Mrs. Rupal Jhaveri Secretarial Auditors and Scrutinizer, Practicing Company Secretary were present at the meeting.

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 Sixth Annual General Meeting (“AGM”) of the Company.
2. The total number of Members present at the meeting were 70.
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 thirty minutes after the conclusion of the meeting. The shareholders who have not cast their vote can do e-voting in such duration.
4. The Company has received letters along with Board Resolutions from corporate shareholders appointing and authorizing representatives under Section 113 of the Companies Act, 2013 in respect of 1,02,64,294 equity shares representing (42.68%) of the paid-up equity share capital.



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5. The Register of Directors and Key Managerial Personnel and their shareholding; and (ii) Register of Contracts or Arrangements in which the Directors are interested were kept open for inspection by the Members during the continuance of the Meeting.
6. The Notice dated August 13, 2021 convening the Thirty Sixth Annual General Meeting, the Board's Report 2020-21 including all Annexures and the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021 including Auditors' Report thereon, which were already circulated to the members, were taken as read, with the consent of members present.
7. The Auditor's Report on the Financial Statements of the Company as on March 31, 2021 and Secretarial Audit Report for the financial year ended March 31, 2021 did not contain any qualifications, observations or adverse remarks. The Auditor's Report and Secretarial Audit Report were taken as read, with the consent of members present.
8. The Chairman then requested Mr. Vynsley Fernandes, Managing Director and Chief Executive Officer of the Company to give a presentation. Mr. Vynsley Fernandes gave presentation on business overview of the Company.
9. The Chairman informed the Members that the Notice dated August 13, 2021, 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.

Following items were transacted at the AGM.

Sr. No	Particular	Type of Resolution
ORDINARY BUSINESS		
1	Consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Board of Directors and the Auditors thereon including Annexures thereto.	Ordinary Resolution
2.	Declaration of Dividend of Rs 4 per equity shares for the financial year ended March 31, 2021	Ordinary Resolution
3.	Re-appointment of Mr. Amar Chintopanth (DIN: 00048789), as a Director, liable to retire by rotation	Ordinary Resolution
SPECIAL BUSINESS		
4.	Appointment of Mr. Vynsley Fernandes (DIN 02987818) as a Director	Ordinary Resolution
5	Appointment and payment of Remuneration to Mr. Vynsley Fernandes (DIN 02987818) as Managing Director and Chief Executive officer of the Company.	Special Resolution
6	Appointment of Mr. Munesh Khanna (DIN; 00202521) as an independent Director for a period of five years	Ordinary Resolution
7	Ratification of remuneration of M/s. ABK & Associates, Cost Auditors (Formerly known as Hinduja Ventures Limited)	Ordinary Resolution

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10. 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 Speaker Shareholders already registered, Speaker Shareholders asked questions, made suggestions. The Chairman along with the Director/ members of the management satisfactorily responded to them.
11. 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 National Securities Depositories Limited ("NSDL") 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 Friday, September 24, 2021 and ended at 5.00 p.m. IST on Monday, September 27, 2021. 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 thirty minutes.
12. 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.
13. The Chairman informed that results of e-voting would be declared within two working days 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 two working days from the conclusion of the meeting and the same will also be posted on the website of the Company.
14. After the completion of the transactions of the business as per the Notice dated August 13, 2021, 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.
15. The AGM was concluded at 4.49 p.m.

This document does not constitute minutes of the 36th Annual General Meeting of the Company.

This is for your information and records.

Thanking you.

Yours faithfully,

For NXTDIGITAL Limited

(Formerly known as Hinduja Ventures Limited)


Amar Chintopanth
Whole Time Director & CFO
DIN: 00048789



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