

June 30, 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

SUB: Annual Secretarial Compliance Report (ASCR) for the year ended March 31, 2021 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/ Madam,

Pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Year ended March 31, 2021, issued by Ms. Rupal. D. Jhaveri, Practicing Company Secretary (FCS No. 5441; CP No. 4225).

You are requested to please take the same on records and oblige.

Thanking You.

Yours faithfully,

For NXTDIGITAL LIMITED
(Formerly known as Hinduja Ventures Limited)

ASHISH
PANDEY
Ashish Pandey
Company Secretary

Digitally signed by
ASHISH PANDEY
Date: 2021.06.30
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Encl.: As stated above.

**SECRETARIAL COMPLIANCE REPORT OF NXTDIGITAL LIMITED
(FORMERLY KNOWN AS HINDUJA VENTURES LIMITED) FOR THE YEAR
ENDED 31ST MARCH, 2021**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **NXTDIGITAL LIMITED** (formerly known as **Hinduja Ventures Limited** (“the listed entity”)),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2021** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the audit period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the audit period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the audit period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the audit period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Foreign Portfolio Investors) Regulations, 2014
- (j) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

RUPAL D. JHAVERI

COMPANY SECRETARY

207, 2ND Floor, Regent Chambers, 208, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0103

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except as follows:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary , if any.
1.	BSE Ltd.("BSE")	Non-compliance of prior intimation of Board Meeting held on 4th September, 2020 in respect of Fund Raising as specified under Reg. 29 of SEBI (LODR) to Stock Exchanges	Levied Penalty of Rs. 11, 800/- by BSE.	The company has paid penalty on 17 th October, 2020 to BSE under protest. As represented by the Company to BSE, the Board of Directors at their meeting held on 4 th September, 2020 only considered capital raising and constituted Committee of Directors to evaluate the various pros and cons through which capital can be raised and that no decision was taken by the Board on raising of capital.
2.	National Stock Exchange of India Limited ("NSE")	Non-compliance of prior intimation of Board Meeting held on 4th September, 2020 in respect of Fund Raising as specified under Reg. 29 of SEBI (LODR) to Stock Exchanges	Levied Penalty of Rs. 11,800/- levied by NSE	The company has paid penalty on 17 th October, 2020 to NSE under protest. As represented by the Company to NSE, the Board of Directors at their meeting held on 4 th September, 2020 only considered capital raising and constituted Committee of Directors to evaluate the various pros and cons through which capital can

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				be raised and that no decision was taken by the Board on raising of capital.
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(d) The reporting of actions by the listed entity to comply with the observations made in previous report does not arise during the review period.

Place: Mumbai
Date: 24th June, 2021

Rupal
Dhiren
Jhaveri

Digitally signed by Rupal Dhiren Jhaveri
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Date: 2021.06.24 11:25:21 +05'30'

Rupal Dhiren Jhaveri
FCS No: 5441
Certificate of Practice No. 4225
UDIN: F005441C000505259
PR1139/2021