

## NXTDIGITAL LIMITED

CIN: L65100MH1985PLC036896

Registered Office: IN CENTRE, 49/50, MIDC, 12<sup>th</sup> Road,  
Andheri (E), Mumbai- 400093 Phone: (91 22) 2820 8585

Website: <https://www.nxtdigital.co.in> E-mail: [investorgrievances@nxtdigital.in](mailto:investorgrievances@nxtdigital.in)

### POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (**"SEBI Listing Regulations"**), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings (**"SS-2"**) and the relaxations and clarifications issued by Ministry of Corporate Affairs vide its Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 (**"MCA Circulars"**) and other applicable laws and regulations, if any, for seeking consent of the members of NXTDIGITAL Limited (**"the Company"**), to pass the proposed resolution mentioned below as Special Resolution through Postal Ballot including voting by way of electronic means (**"e-voting"**).

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolution mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration.

In terms of the MCA Circulars, the Company is allowed to send Postal Ballot Notice in electronic form only and hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope is not required to be sent to the shareholders for the Postal Ballot undertaken upto December 31, 2022. However, since the declaration of the result of the proposed Postal Ballot would extend beyond December 31, 2022, the Company, as a matter of good governance, is sending the Postal Ballot Notice to those shareholders whose name appear in the Register of Members / List of Beneficial Owners as on **Friday, December 23, 2022, being the cut-off date** for the purpose, in electronic form to those shareholders whose e-mail address is registered with KFin Technologies Limited (**"KFin"**), the Company's Registrar and Share Transfer Agent (RTA) or Depository Participants, and in physical form to those shareholders whose e-mail address is not so registered.

In compliance with Regulation 44 of the SEBI (Listing) Regulations read with SEBI Circular dated September 9, 2022 and the provisions of Section 108 and 110 of the Act read with the Rules

framed thereunder and the MCA Circulars, the Company is pleased to provide e-voting facility to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The instructions for e-voting are appended to this Notice and the instructions for voting through postal ballot are mentioned in the postal ballot form.

**The period of e-voting shall commence on Thursday, December 29, 2022 at 9.00 a.m. (IST) and end on Saturday, January 28, 2023 at 5.00 p.m. (IST).** The e-voting module shall be disabled by KFin for voting thereafter. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage prepaid business reply envelope, so as to reach to the Scrutinizer at the specified address on or before the close of working hours i.e. 5.00 p.m. (IST) on Saturday, January 28, 2023.

#### **SPECIAL BUSINESS:**

**Approval for change of name of the Company from "NXTDIGITAL LIMITED" to "NDL VENTURES LIMITED" and consequent amendment to Memorandum of Association and Articles of Association of the Company:**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14 & 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), re-enactment(s) and amendment(s) thereof for the time being in force), SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time and any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and subject to the approvals, consents, sanctions and permissions of Central Government/Stock Exchange(s) /appropriate regulatory and statutory authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for changing the name of the Company from **"NXTDIGITAL LIMITED" to "NDL VENTURES LIMITED"**.

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

**“The Name of the Company is NDL VENTURES LIMITED”**

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

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

**By order of the Board of Directors,  
For NXTDIGITAL LIMITED**

**sd/-  
Ashish Pandey  
Company Secretary**

**Place:** Mumbai

**Date:** December 19, 2022

**NOTES:**

1. An explanatory statement pursuant to Section 102(1) of the Act setting out all material facts and reasons for the aforesaid special business is annexed hereto as **Annexure -1**.
2. The Notice along with the instructions regarding e-voting and Postal Ballot Form are being sent by e-mail to all those Members, whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (RTA) or with the Depository(ies)/ Depository Participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., Friday, December 23, 2022. In case of Members whose e-mail addresses are not registered, physical copy of Postal Ballot Notice alongwith Postal Ballot Form and instructions for voting are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE). Any person who is not a Member as on the cut-off should treat this Notice for information purpose only.

3. In compliance with the provisions of Sections 110 and 108 of the Act read with the Rules, SS-2 and Regulation 44 of the SEBI (Listing) Regulations, as amended, read with SEBI Circular dated December 9, 2020, the Company is providing facility to the Members to exercise votes through e-voting for which the Company has engaged the services of KFin to enable them to cast their votes electronically.
4. The period of e-voting shall commence on Thursday, December 29, 2022 at 9.00 a.m. (IST) and end on Saturday, January 28, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage prepaid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. (IST) on Saturday, January 28, 2023. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received and once the vote is cast by the Member, the Member shall not be allowed to change it subsequently. It may be noted that e-voting is optional. Members of the Company as on cut-off date can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form.

If a Shareholder votes through e-voting facility as well as casts their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

5. The Postal Ballot Notice and Postal Ballot Form will be available on the website of the Company at <https://www.nxtdigital.co.in/investors/postal-ballot/>, website of the e-voting service provider agency i.e. KFin at <https://evoting.kfintech.com/> and on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same can be downloaded from there. All the Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
6. Members who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a Postal Ballot Form, may download the Form from the Company's website at <https://www.nxtdigital.co.in/investors/postal-ballot/> and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Saturday, January 28, 2023.
7. In accordance with the MCA Circulars, the relevant documents referred to in this Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice upto the last day of voting on the website of the Company at <https://www.nxtdigital.co.in/investors/postal-ballot/>.

8. Members holding shares in dematerialized mode are requested to register/update their KYC details including e-mail address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including e-mail address by submitting duly filled and signed Form ISR-1 at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at <https://www.nxtdigital.co.in/investors/investors-assistance/> and on the website of KFin at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd).

In case of queries, Members are requested to write at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll-free number 1-800-309-4001.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.nxtdigital.co.in/investors/investors-assistance/> and on the website of the Company's Registrar and Transfer Agents, at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFIN for assistance in this regard.

11. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.nxtdigital.co.in/investors/investors-assistance/>. Members are requested to submit the said details to their DP

in case the shares are held by them in dematerialized form and to KFIN in case the shares are held in physical form.

Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.nxtdigital.co.in/investors/investors-assistance/>. Non-registration of KYC, Bank account details and nomination details by the physical shareholders on or before March 31, 2023 will result in freezing of the folio of the physical shareholders by RTA – KFIN and same shall be reverted to the normal status only upon receipt of all the KYC and nomination details/ dematerialization of such holdings.

12. The Board of Directors of the Company, at its meeting held on December 19, 2022, has appointed Ms. Rupal Jhaveri, Practicing Company Secretary (FCS No. 5441, CP No. 4225) Address: 207, 2<sup>nd</sup> Floor, Regent Chambers, 208, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0123 Email: [rupal@csrdj.com](mailto:rupal@csrdj.com), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

13. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).

14. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or any Director of the Company or any person authorized by him. The results of the voting will be announced on or before Tuesday, January 31, 2023 and will be displayed on Company's website at <https://www.nxtdigital.co.in/> and the website of KFin at <https://evoting.kfintech.com/>. The results will also be communicated to the stock exchanges within two working days from the last date of voting i.e. on or before Tuesday, January 31, 2023 and the outcome will be made available at the registered office of the Company.

If the proposed resolution is assented by requisite majority, the resolution mentioned in this Notice shall be deemed to have been duly passed on the last date of e-voting i.e. Saturday, January 28, 2023 in terms of SS-2 issued by the Institute of Company Secretaries of India.

15. All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 a.m. (IST) to 1:00 p.m. (IST) till Saturday, January 28, 2023.

16. The details of the process and manner for remote e-voting are explained hereinbelow:

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING (EVEN - 7138) AS UNDER:**

- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-voting” (Step 1).
- II. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting” (Step 2).
- III. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

Login method for remote e-voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholder holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ul style="list-style-type: none"> <li>● Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>● Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>● On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”.</li> <li>● Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</li> </ul> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ul style="list-style-type: none"> <li>● To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>● Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>● Proceed with completion of required fields.</li> <li>● Follow steps given in point 1.</li> </ul> </li> <li>3. <b>Alternatively by directly accessing the e-voting website of NSDL</b> <ul style="list-style-type: none"> <li>● Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>● Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>● A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>● Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFintech.</li> <li>● On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.</li> </ul> </li> </ol>

Type of shareholders	Login Method
Individual Shareholder holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal.</li> <li>Click on e-voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1.</li> </ul>
	<p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</li> </ul>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.</li> </ul>

*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No / DP ID / Client ID will be your user ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, wherein you are required to change your password mandatorily. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc., on the first login. You may also enter the secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT, i.e., NXTDIGITAL LIMITED "Postal Ballot" and click on "Submit".
- g. On the voting page, enter the number of shares as on the cut-off date, Friday, December 23, 2022, under FOR / AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios / demat account shall undertake the voting process separately for each folio / demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm; else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Corporate / Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at [rupal@csrdj.com](mailto:rupal@csrdj.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the abovementioned documents should be in the naming format "NDL - Postal Ballot".
- k. Once the shareholder casts a vote on the resolution, he shall not be allowed to change it subsequently.

- l. The Portal will be open for e-voting from 9.00 a.m. (IST) on Thursday, December 29, 2022 and ends at 5.00 p.m. (IST) on Saturday, January 28, 2023.
- m. In case of any queries, you may contact Kfin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
- n. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 23, 2022.
- o. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

**Other instructions:**

- i. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. K V Prem Nair, Manager at KFin Technologies Limited, Unit: NXTDIGITAL LIMITED, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-00032, e-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or any Director of the Company.
- vi. The results shall be declared at the registered office of the company and along with the Scrutinizer's Report(s) will be placed on the website of the Company at <https://www.nxtdigital.co.in/>.

## EXPLANATORY STATEMENT TO THE RESOLUTION

### STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS PROPOSED TO BE TRANSACTED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND SS-2 ON GENERAL MEETINGS

The Board of Directors of your Company at its meeting held on February 17, 2022, approved the Scheme of Arrangement between NXTDIGITAL Limited ("NXT" or "the Company") and Hinduja Global Solutions Limited ("HGS") and their respective shareholders pursuant to Section 230-232 and other applicable provisions of the Companies Act, 2013 wherein the Digital, Media and Communications Business Undertaking and investments in the subsidiaries on going concern basis and allied activities of NXT stand transferred to and vested in HGS.

Hon'ble National Company Law Tribunal, Mumbai sanctioned the said Scheme of Arrangement vide Order dated November 11, 2022, wherein the Digital, Media and Communications Business undertaking of NXT including the investments in subsidiaries along with all their concomitant rights, obligations and liabilities, has been transferred to HGS including all the registered brands/trademarks owned by the Company, particularly "NXTDIGITAL".

The present name of the Company i.e., NXTDIGITAL Limited, still reflects the brand name "NXTDIGITAL". Considering that the brand "NXTDIGITAL" has been transferred under the Scheme of Arrangement referred to above to HGS, it is proposed to change the name of the Company from "NXTDIGITAL LIMITED" to "NDL VENTURES LIMITED".

Pursuant to the Company's application for availability and reservation of proposed new name "NDL Ventures Limited", the Ministry of Corporate Affairs/ Registrar of Companies vide its letter dated December 21, 2022, has informed that it has no objection with respect to the availability of the proposed name "NDL VENTURES LIMITED" from the existing name "NXTDIGITAL Limited". In line with the requirement of Regulations 45(3) of SEBI Listing Regulations, a certificate from a Practicing Chartered Accountant

confirming the compliances of conditions provided in Regulation 45(1) of SEBI Listing Regulations has been provided herein as **Annexure – 2**.

The proposed name change will be effected subject to requisite approvals from Statutory Authorities and Regulatory Authorities.

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution. The Board of Directors, at their meeting held on December 19, 2022, approved the change of name of the Company and consequent Alteration of Memorandum of Association & Articles of Association of the Company, subject to the approval of the shareholders and Statutory and Regulatory Authorities.

The Board of Directors considered the proposed Special Resolution is in the interest of the Company and recommended the Special Resolution as set out in the notice, for your approval by way of Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be.

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

**By order of the Board of Directors,  
For NXTDIGITAL LIMITED**

**sd/-  
Ashish Pandey  
Company Secretary**

**Place:** Mumbai  
**Date:** December 19, 2022



# CA. DEEPAK R. GUDE

B.Com., F.C.A.

## CHARTERED ACCOUNTANT

4, Prasad Bldg., 1st Floor, 4th Road, Near KII Gym, Santacruz (E), Mumbai - 400 055.  
Mob.: 9819745634 Tel.: 2614 2315 Email : drgude60@yahoo.com

### CERTIFICATE OF COMPLIANCE

TO WHOMSOEVER IT MAY CONCERN

In my opinion and to the best of my information and according to the examinations provided to me, I hereby certify that conditions specified under Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with by NXTDIGITAL Limited ("the Company") as under:

Sr. No.	Particulars	Opinion
1.	The time period of one year has elapsed from the last name change	The Company has changed its name on October 25, 2019 and thereafter, there is no change in the name of the Company
2.	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name or  The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity	There is no new activity in the Company, hence, both the conditions are not applicable. Kindly refer the note as mentioned below in this regard.

Note: Subsequent to the order dated November 11, 2022, passed by Hon'ble National Company Law Tribunal, Mumbai sanctioning the Scheme of Arrangement between NXTDIGITAL Limited ("the Company") and Hinduja Global Solutions Limited (HGS) with the appointed date February 1, 2022, the Digital, Media and Communications Business undertaking of the Company along with all their concomitant rights, obligations and liabilities, has been transferred to HGS including all the registered brands owned by the Company, particularly "NXTDIGITAL". Effective date of the scheme was November 12, 2022. The present name of the Company i.e., NXTDIGITAL Limited, still reflects the brand name "NXTDIGITAL". Considering that the brand "NXTDIGITAL" has been transferred under the Scheme of Arrangement to HGS, it is proposed to change the name of the Company from "NXTDIGITAL LIMITED" to "NDL VENTURES LIMITED".

The above-mentioned information is true to the best of my knowledge and belief and based on the documents produced before me for verification.

**CA Deepak R. Gude**  
Chartered Accountants  
Membership No: 035921  
Place: Mumbai  
Date: 03.12.2022  
UDIN: 220359213GATPS4880

