



September 27, 2022

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 Seventh (37th) Annual General Meeting of the members of the Company.

Ref: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We enclose herewith proceedings of the 37th Annual General Meeting (“AGM”) of NXTDIGITAL Limited (“the Company”) held today i.e. Tuesday, September 27, 2022, at 03.00 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

Kindly take the above on records.

Thanking you,

Yours faithfully,

For NXTDIGITAL 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 SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NXTDIGITAL LIMITED HELD ON TUESDAY, SEPTEMBER 27, 2022, AT 03:00 P.M.(IST) AT THE REGISTERED OFFICE OF THE COMPANY AT IN CENTRE, 49/50, MIDC, 12TH ROAD, ANDHERI (EAST), MUMBAI – 400 093 THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).

At the outset, Company Secretary Mr. Ashish Pandey, welcomes all the Board Member and Shareholders present at 37th Annual General Meeting of the Company. He further stated that the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2022 read with circular dated May 05, 2020 (collectively referred to as “MCA Circulars”) and Securities & Exchange Board of India (“SEBI”) vide its circular dated May 13, 2022 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. Members attending the AGM through Video Conference / Other Audio-Visual Means shall be counted for the purpose of reckoning the quorum in terms of MCA circulars read with section 103 of the Companies Act, 2013.

Thereafter, he introduced the Board Members of the Company 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 & Chief Executive Officer and Mr. Amar Chintopanth, Whole Time Director & Chief Financial Officer. He further stated that Mr. Snehal Shah, representative from M/s. Haribhakti and Co. L.L.P, Chartered Accountants, Statutory Auditors and Mrs. Rupal Jhaveri, Practicing Company Secretary - Scrutinizer, were present at the meeting.



(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

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 Seventh Annual General Meeting of the Company.
2. The total number of Members present at the meeting were 74.
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 1,91,09,553 equity shares representing 56.75% of the paid-up equity share capital.
5. The Register of Directors and Key Managerial Personnel and their shareholding; and Register of Contracts or Arrangements in which the Directors are interested were open for inspection by the Members during the continuance of the Meeting at the NSDL e-voting website.
6. The Notice dated August 27, 2022 convening the Thirty Seventh Annual General Meeting, the Board's Report 2021-22 including all Annexures and the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, which were already circulated to the members, were taken as read, with the consent of members.
7. The Auditor's Report on the Financial Statements of the Company as on March 31, 2022 and Secretarial Audit Report for the financial year ended March 31, 2022 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.



(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



8. The Chairman then requested Mr. Vynsley Fernandes, Managing Director and Chief Executive Officer of the Company to give a presentation on business overview of the Company. Mr. Vynsley Fernandes gave the presentation on business overview of the Company.
9. The Chairman informed the Members that the Notice dated August 27, 2022 of the Annual General Meeting contains both Ordinary Business and Special Business as detailed hereunder.

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, 2022, 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 share of face Value of Rs. 10/- each for the financial year ended March 31, 2022.	Ordinary Resolution
3.	Re-appointment of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), as a Director–Non-Executive, liable to retire by rotation.	Ordinary Resolution
4.	Appointment of M/s. S K Patodia & Associates, Chartered Accountants (Firm Registration No. 112723W), as a Joint Statutory Auditors for a period of 3 consecutive years commencing from the conclusion of 37 th Annual General Meeting until the conclusion of 40 th Annual General Meeting and to fix their remuneration.	Ordinary Resolution
SPECIAL BUSINESS		
5.	Ratification of remuneration of M/s. ABK & Associates, Cost Auditors.	Ordinary Resolution
6.	Alteration of Memorandum of Association of the Company.	Special Resolution

The Explanatory Statement in respect of an Ordinary Business i.e. Item No. 4 and each of the Special business contains complete material facts of each of the Resolutions.

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 Speakers already registered, Speakers 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 23, 2022 and ended at 5.00 p.m. IST on Monday, September 26, 2022. 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 at www.nxtdigital.co.in.
14. After the completion of the business as set out in the Notice dated August 27, 2022, the Chairman declared the Meeting concluded and thanked the Members for attending the meeting.



(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



15. The AGM was concluded at 03.50 p.m.

Note: This document does not constitute minutes of the proceedings of the 37th Annual General Meeting of the Company.

This is for your information and records.

Thanking you.

Yours faithfully,
For NXTDIGITAL Limited

Amar Chintopanth
Whole Time Director & CFO
DIN: 00048789



(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