

November 12, 2022

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

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

Dear Sir /Madam,

Sub: Intimation pursuant to Regulation 30 and 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Scheme of Arrangement between NXTDIGITAL Limited (“Demerged Company”) and Hinduja Global Solutions Limited (“Resulting Company”) and their respective shareholders under the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

This is in continuation to our letter dated February 17, 2022, informing that the Board of Directors of the Company, subject to requisite approvals/consents, had approved the Scheme of Arrangement between NXTDIGITAL Limited (‘Demerged Company’) and Hinduja Global Solutions Limited (‘Resulting Company’ or ‘the Company’) and their respective shareholders (‘Scheme’) under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013. Subsequently, pursuant to the Order of the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’), the meeting of the Equity Shareholders of the Company was convened on September 2, 2022.

In this regard, we request you to kindly note that Hon’ble National Company Law Tribunal, Mumbai Bench has vide Order dated November 11, 2022 sanctioned and approved the Scheme of Arrangement between NXTDIGITAL Limited and Hinduja Global Solutions Limited and their respective shareholders, a copy of the Order is enclosed herewith.

We, further, wish to inform you that the Board of Directors of the Company at their meeting held today i.e. November 12, 2022, took on record the said order of NCLT and fixed November 23, 2022, as the Record Date.

Accordingly, in accordance with the clause 4.1 of the sanctioned Scheme, 20 (Twenty) fully paid up equity shares face value of Rs. 10/- each of Hinduja Global Solutions Limited are proposed to be issued and allotted for every 63 (Sixty-Three) fully paid up equity shares of face value of Rs. 10/- each, to the eligible shareholders of Nxtdigital Limited whose names appear in the register of members as on the Record date. Such Equity Shares shall be subsequently listed on BSE Limited and National Stock Exchange of India Limited


(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



Record Date:

Security Code	Equity Shares and Paid up value	Record date	Purpose
500189 (BSE)/ NXTDIGITAL (NSE)	Rs. 10 per shares	November 23, 2022	To determine the Shareholders eligible to receive 20 (Twenty) fully paid up equity shares face value of Rs. 10/- each of Hinduja Global Solutions Limited (“Resulting Company”) for every 63 (Sixty Three) fully paid up equity shares of face value of Rs. 10/- each of Nxtdigital Limited (“Demerged Company”) in terms of the sanctioned Scheme of Arrangement by Hon’ble NCLT vide Order dated November 11, 2022.

Kindly take the above on record.

Thanking You.

Yours Faithfully,
For **NXTDIGITAL LIMITED**

Ashish Pandey
Company Secretary

Encl: a/a



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**IN THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI, COURT- II**

**C.P.(CAA)173/MB/2022
Connected with
C.A.(CAA)155/MB/2022**

In the matter of Companies Act, 2013

And

In the matter of Sections 230 to 232 of the
Companies Act, 2013 and other relevant
provisions of the Companies Act, 2013

And

In the matter of the Scheme of
Arrangement between NXTDIGITAL
Limited (“Demerged Company or
Petitioner Company-1”) and Hinduja
Global Solutions Limited (“Resulting
Company or Petitioner Company-2”) and
their respective Shareholders.

NXTDIGITAL Limited, a company)
incorporated under the provisions of)
the Companies Act, 1956 and an)
existing company under the)
Companies Act, 2013, having its)
registered office at In Centre, 49/50,) **Petitioner Company-1 /**
MIDC, 12th Road, Andheri (East),) **Demerged Company**
Mumbai – 400093.

And

Hinduja Global Solutions Limited, a)
company incorporated under the)
provisions of the Companies Act,)
1956 and an existing company under)
the Companies Act, 2013, having its)
registered office at Hinduja House,) **Petitioner Company-2/**
171, Dr. Annie Besant Road, Worli,) **Resulting Company**
Mumbai - 400018.

[The Petitioner Company-1 and Petitioner Company-2 are together referred as “Petitioner Companies” or “Petitioners”]

Order delivered on: 11.11.2022

Coram:

Hon’ble Member (Judicial) : Justice P.N. Deshmukh (Retd.)

Hon’ble Member (Technical): Mr. Shyam Babu Gautam

Appearances:

For the Petitioner Companies : Adv. Ms. Parita Dave and Adv. Ms. Vidhi Dhanuka i/b Shailendra Kanetkar

For the Regional Director (WR) : Ms. Rupa Sutar, Authorized Representative of Regional Director, MCA (WR), Mumbai

ORDER

Per: Justice P.N. Deshmukh, Member Judicial

1. The court convened through videoconferencing.

2. Heard the Learned Advocates for the Petitioner Companies. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition.
3. The sanction of the Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the rules framed there under for the Scheme of Arrangement between NXTDIGITAL Limited (“Demerged Company or Petitioner Company-1”) and Hinduja Global Solutions Limited (“Resulting Company or Petitioner Company-2”) and their respective Shareholders.
4. The Learned Advocates for the Petitioner Companies submit that the Board of Directors of the Petitioner Companies had approved the Scheme of Arrangement with Appointed Date as February 01, 2022 vide Board Resolutions dated February 17, 2022 annexed to the Company Scheme Petition as Exhibit “L” and “M” respectively.
5. The Learned Advocates appearing on behalf of the Petitioner Companies submit that, the Demerged Company is engaged in the business of Media and Communications consisting of Cable TV, Headend-In-The-Sky (HITS) platform, Real Estate, Dark Fiber Leasing business and has close to 4,000 Kilometres of underground and overhead Dark Fiber network across the country.
6. The Learned Advocate appearing on behalf of the Petitioner Companies further submits that, the Resulting Company is engaged in the business of Information Technology and Information Technology Enabled Services, business process outsourcing, knowledge process outsourcing,

call centers and for that purpose to set out all facilities and infrastructure etc. in India and abroad.

7. The rationale for the Scheme of Arrangement is as under:

- a. *Demerged Company and Resulting Company are part of the Hinduja Group. Demerged Company has grown into one of India's largest integrated digital, media and communications companies. Accordingly, in 2020 as a step towards consolidation of digital, media and communications business, the digital, media and communications business was transferred by IndusInd Media and Communications Limited (a Hinduja Group Company), to Demerged Company pursuant to scheme of arrangement approved by National Company Law Tribunal, Mumbai Bench vide its Order dated August 21, 2020.*
- b. *Recognizing the growth potential of the 'Digital, Media and Communications Business Undertaking' of the Demerged Company (more particularly defined hereinafter) in the backdrop of the fact that Demerged Company's 'Digital, Media and Communications Business Undertaking' has matured and the associated risks have reduced significantly as well as the recent regulatory reforms (New Tariff Order) providing additional stimuli, Resulting Company is proposing to consolidate this vertical as it feels that this will create a new platform for it go to the next level of performance.*
- c. *The shareholders of the Demerged Company, pursuant to the demerger, will get Equity Shares of the Resulting Company for the values of Business transferred in the manner set out under this Scheme.*
- d. *The demerger will also result in Demerged Company and Resulting Company achieving operational efficiencies by streamlining of the relevant businesses.*
- e. *By demerger of the Demerged Undertaking into Resulting Company, the financial resources will be conveniently raised in accordance with the requirement of the business.*
- f. *The demerger will enable the Resulting Company to diversify and expand its*

presence in the fast moving digital, media and communication business in India.

g. *Apart from the various benefits/advantages stated and illustrated above, the management of the Resulting Company and Demerged Company are of the opinion that the following benefits shall also be enjoyed and realized by all the stakeholders:*

i. ***Consolidation and growth of the Demerged Undertaking in the Resulting Company:*** *The demerger will enable Resulting Company to consolidate similar businesses into a single company. This will enable Resulting Company with an opportunity to provide services in a seamless manner to its customers. Further, this will also help Resulting Company to demonstrate its capability and provide competitive advantages vis-à-vis its competitors. This will immensely benefit the Demerged Undertaking to focus on growth in the digital space.*

ii. ***Focused Management, Organization Efficiency and Operational Synergies:*** *Consolidation of the business into a single consolidated entity shall enable focused strategies, management, investment and leadership for the consolidated entity and further result into organization efficiency and operational synergies;*

iii. ***Unlock shareholders value:*** *The proposed consolidation will create long term value for the shareholders by unlocking value since the business and profits will accrue to a single entity i.e. Resulting Company;*

iv. ***Efficiency in Fund raising for harnessing future growth:*** *Housing of Demerged Undertaking in Resulting Company directly shall facilitate and provide adequate opportunities to mobilize the business and commercial resources of Resulting Company for the growth of the digital business.*

8. The Learned Advocate appearing on behalf of the Petitioner Companies further submits that upon vesting of the demerged undertaking of Demerged Company in Resulting Company, the following

consideration shall be discharged by the Resulting Company for the demerger to the Demerged Company under the Scheme:

“20 (Twenty) fully paid up Equity Shares of Rs. 10 each of Resulting Company shall be issued and allotted for every 63 (Sixty-Three) Equity Shares of Rs. 10 each held in Demerged Company”

9. The Learned Advocate appearing on behalf of the Petitioner Companies states that the Petition has been filed in consonance with Sections 230-232 of the Companies Act, 2013 and the Order dated July 29, 2022 passed in the Company Scheme Application No. 155 of 2022 of the Hon’ble Tribunal.
10. The Learned Advocates appearing on behalf of the Petitioner Companies further state that the Petitioner Companies have complied with all requirements in accordance with the directions of the Hon’ble National Company Law Tribunal, Mumbai Bench and they have made requisite filings to demonstrate compliance with this Hon’ble National Company Law Tribunal, Mumbai Bench. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if and to the extent applicable, as may be required under the Companies Act, 2013 and the rules made thereunder. The said undertaking is accepted.
11. The Regional Director of Western Region, Ministry of Corporate Affairs having Office at Everest Building, 100, Marine Drive, Mumbai (Maharashtra)-400002 has filed his Report dated October 10, 2022 stating therein that save and except the observations as stated in paragraphs 2(a) to (k) of the Report, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In response to the

observations made by the Regional Director, the Petitioner Companies have also given necessary clarifications and undertakings vide their Rejoinder Affidavit dated October 12, 2022. The observations made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies is summarized in the table below:

Clause No.	Regional Director Report / Observations dated October 10, 2022	Response from the Petitioner Companies filed vide Rejoinder Affidavit dated October 12, 2022
2 (a)	That on the examination of the report of the Registrar of Companies, Mumbai dated 08.09.2022 for Petitioner Companies (Annexed as Annexure A-2) that the Petitioner Companies falls within the jurisdiction of ROC, Mumbai. It is submitted that no complaint and/or representation regarding the proposed scheme of amalgamation has been received against the Petitioner Companies. Further, the Petitioner Companies have filed its form MGT-7 and AOC-4 upto 31/03/2021.	As regards the observations made at paragraph 2 (a), the Petitioner Companies submit that the present Scheme of Arrangement is only between the Demerged Company and the Resulting Company and their respective Shareholders under Section 230(1)(b) of the Companies Act, 2013. There is no compromise or arrangement with any creditors and no sacrifice of any amounts due to creditors is called for. Therefore, the interest of creditors of the Petitioner companies is not

	<p>The ROC has further submitted in his report dated 08.09.2022 which are as under:</p> <p>i. That the ROC, Mumbai in his report dated 08.09.2022 has also stated that no Inquiry, Inspection, Investigation, Technical Scrutiny & Prosecution is pending against the subject applicant companies and interest of the creditors shall be protected.</p> <p>ii. Further, ROC has mentioned as follows:</p> <p>a. As per MCA portal in Demerged Company, there are many charges shown as “Open” details as under:</p> <table border="1" data-bbox="331 1563 954 1942"> <thead> <tr> <th>Charge ID</th> <th>Date of creation</th> <th>Date of last modification</th> <th>Amount secured (In Rs.)</th> </tr> </thead> <tbody> <tr> <td>10508405</td> <td>26.06.2014</td> <td></td> <td>4,810,000,000</td> </tr> </tbody> </table>	Charge ID	Date of creation	Date of last modification	Amount secured (In Rs.)	10508405	26.06.2014		4,810,000,000	<p>prejudiced or adversely affected by the Scheme. It is submitted that there is one Secured Creditor in the Demerged Company and the Demerged Company has obtained consent for the Scheme of Arrangement from its Secured Creditor. It is submitted that there are no Secured Creditors in the Resulting Company. Further, as regards the unsecured creditors, the Demerged Company and the Resulting Company both have unsecured creditors and notices have been served to the unsecured creditors of the Demerged Company and the Resulting Company and no representations from any unsecured creditors of both Demerged Company and the Resulting Company have been received.</p>
Charge ID	Date of creation	Date of last modification	Amount secured (In Rs.)							
10508405	26.06.2014		4,810,000,000							

104898 08	25.03.2 014	07.10.2 014	2,600,00 0,000
103305 36	22.12.2 011		300,000, 000
106035 27	17.11.2 015		2,950,00 0,000
106023 74	20.10.2 015		2,950,00 0,000
902321 67	28.06.2 000	27.12.2 005	200,000, 000
105664 10	29.03.2 015		2,950,00 0,000
100036 837	09.06.2 016		1,000,00 0,000
100160 932	26.02.2 018		2,200,00 0,000
106024 73	20.10.2 015		2,950,00 0,000
106191 66	29.09.2 015		1,000,00 0,000
100216 858	17.09.2 018		1,539,00 0,000
100372 807	13.10.2 016		100,000, 000
104616 17	21.11.2 013	02.03.2 021	50,000,0 00
100567 334	03.05.2 022		400,000, 000

	<p>b. Interest of Creditors should be protected.</p> <p>Hence, the Petitioner Companies shall undertake to submit detail reply against observations mentioned above.</p>	
2 (b)	Transferee company should undertake to comply with the provisions of section 232(3)(i) of the companies Act, 2013 through appropriate affirmation in respect of fees payable by Transferee company for increase of share capital on account of merger of transfer of companies.	As regards the observations made at paragraph 2 (b), the Petitioner Companies undertakes that it shall comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.
2 (c)	In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable, the transferee company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards including AS-5 or IND AS-8 etc.	As regards the observations made at paragraph 2 (c), the Petitioner Companies undertake to pass such accounting entries which are necessary in connection with the Scheme to comply with all applicable Accounting Standards such as AS-5 (IND AS-8) etc. to the extent applicable.
2 (d)	The Hon'ble Tribunal may kindly direct the Petitioner Companies to file an	As regards the observations made at paragraph 2 (d), the

	affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one & same and there is no discrepancy or no change is made.	Petitioner Companies submit that the Scheme enclosed to the Company Application and Company Petitioner are one and same and there is no discrepancy, or deviation.
2 (e)	The Petitioners under provisions of section 230(5) of the Companies Act, 2013 have to serve notices to concerned authorities which are likely to be affected by the Amalgamation or arrangement. Further, the approval of the scheme by this Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such Authorities is binding on the Petitioner Companies concerned.	As regards the observations made at paragraph 2 (e), the Petitioner Companies submit that pursuant to the Order dated July 29, 2022 passed in Company Scheme Application No. 155 of 2022, the Petitioner Companies have served notices to all concerned authorities. Further, the Petitioner Companies undertake that the approval of the Scheme by this Tribunal shall not deter the regulatory authorities to deal with any issues arising after giving effect to the Scheme.
2 (f)	As per Definition of the Scheme, "Appointed Date" in relation to the scheme means February 1, 2022.	As regards the observations made at paragraph 2 (f), the Petitioner Companies submit that the present Scheme is in

	<p>“Effective Date” means the appointed date or the date on which last of conditions referred to in clause 15 hereof have been fulfilled, whichever is later. Reference in this scheme to the “date of coming into effect of this Scheme” or “upon the Scheme becoming effective” shall also mean the effective date.</p> <p>It is submitted that the Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>	<p>compliance with the requirements of Circular No. F.No.7/12/2019/CL-I dated August 21, 2019 issued by the Ministry of Corporate Affairs and the Petitioner Companies undertake to comply with the same.</p>
2 (g)	<p>Petitioner Companies shall undertake to comply with the directions of Income Tax Department, if any.</p>	<p>As regards the observations made at paragraph 2 (g), the Petitioner Companies undertake to comply with the directions of the Income Tax Department, if any.</p>
2 (h)	<p>Petitioner Companies shall undertake to comply with the directions of the concerned sectoral Regulatory, if so required.</p>	<p>As regards the observations made at paragraph 2 (h), the Petitioner Companies undertake to comply with the directions of the concerned</p>

		sectoral regulator, if so required.
2 (i)	Petitioner Companies shall undertake to comply with the observations pointed out by BSE and NSE vide their letter dated 31.05.2022.	As regards the observations made at paragraph 2 (i), the Petitioner Companies undertake to comply with the observations pointed out by BSE and NSE vide their letter dated May 31, 2022.
2 (j)	It is observed that there are foreign shareholders in the Petitioner Companies, hence, Petitioner Companies shall undertake to comply with the FEMA/FERA and RBI Guidelines, if applicable.	As regards the observations made at paragraph 2 (j), the Petitioner Companies undertake to comply with the FEMA/FERA and RBI Guidelines, if applicable.
2 (k)	The Petitioner Companies vide letter dated 16/09/2022 has submitted a Statement of Assets and Liabilities as on 31/01/2022 (copy enclosed) showing Assets of Rs. 1,81,057/- and Liabilities of Rs. 1,47,216/- transferred to Resultant Company against Demerged Undertaking. Petitioner Companies shall undertake to protect the interest of creditors as on the effective date of the scheme as more assets are being transferred to Resultant Company.	As regards the observations made at paragraph 2 (k), the Petitioner Companies undertake to protect the interest of the creditors as on the effective date of the scheme.

12. The observations made by the Regional Director have been explained by the Petitioner Companies in paragraph 10 above. Ms. Rupa Sutar, Authorised Representative of the Regional Director, MCA (WR), Mumbai who is present at the time of Final hearing has submitted that the explanations and clarifications given by the petitioner companies are found satisfactory and that they have no objection for approving the scheme by the Hon'ble Tribunal. In the light of the same, the clarifications and undertakings given by the Petitioner Companies are accepted by this Tribunal.
13. From the material on record, the Scheme appears to be fair and reasonable and is neither violative of any provisions of law nor is it contrary to public policy.
14. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition CP (CAA) No.173/ MB/ 2022 filed by the Petitioner Companies is made absolute in terms of prayer clause 50 of the Company Scheme Petition. The Scheme is sanctioned hereby, and the Appointed Date of the Scheme is fixed as February 01, 2022.
15. The Petitioner Companies are directed to lodge a certified copy of this Order along with a copy of the Scheme with the concerned Registrar of Companies, electronically in Form INC-28 within 30 days from the date of issue of the Order by the Registry, duly certified by the Deputy/Assistant Registrar of this Tribunal.
16. The Petitioner Companies are directed to lodge a copy of this Order along with a copy of the Scheme duly certified by the Deputy Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned

Superintendent of Stamps, for the purpose of adjudication of stamp duty payable within 60 working days from the date of receipt of certified copy of the certified order from the Registry of this Tribunal.

17. All concerned regulatory authorities to act on a copy of this Order duly certified by the Deputy/Assistant Registrar of this Tribunal, along with a copy of the Scheme.
18. The Appointed Date is 1st February 2022.
19. Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.
20. Any concerned Authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.
21. Ordered accordingly.

Sd/-

SHYAM BABU GAUTAM
(MEMBER TECHNICAL)

Sd/-

JUSTICE P. N. DESHMUKH
(MEMBER JUDICIAL)