



**Corporate Identity Number (CIN): L51900MH1985PLC036896**

**Registered Office:** IN CENTRE, 49/50 MIDC 12th Road,  
Andheri (E) Mumbai- 400093

**Tel:** (+91 22) 2820 8585; **Website:** www.nxtdigital.co.in;

**Email:** investorgrievances@nxtdigital.in

## NOTICE

**NOTICE is hereby given that the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting of the Members of NXTDIGITAL Limited will be held on Tuesday, September 27, 2022 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:**

### ORDINARY BUSINESS:

1. To receive, 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.
2. To declare a Dividend of ₹ 4/- per equity share (face value of ₹ 10/- per share) for the Financial Year ended March 31, 2022.
3. To reappoint Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation, as a Director-Non-Executive and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation at this meeting, be and is hereby reappointed as a Director - Non-Executive of the Company, liable to retire by rotation."

4. To appoint Joint Statutory Auditors and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being

in force), M/s. S K Patodia & Associates, Chartered Accountants (Firm Registration No. 112723W), be and is hereby appointed as one of the Joint Statutory Auditor of the Company, to hold office for a period of 3 (three) consecutive years commencing from the conclusion of this 37<sup>th</sup> Annual General Meeting until the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company, at such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Audit Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution."

### SPECIAL BUSINESS:

5. **Ratification of Cost Auditor's Remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Members hereby ratify a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses, if any, to M/s. ABK & Associates, Cost Accountants (Firm Registration No: 000036), who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023."

**"RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof), to do all such acts,

deeds, matters and things and to take all such steps as may be required in this connection including all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

## 6. Alteration of Memorandum 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 13 and other applicable provisions of the Companies Act, 2013 including any statutory modifications, re-enactment or amendments thereof and applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time and subject to the requisite approval of such other competent authority, as may be applicable, consent of the Members be and is hereby accorded for effecting the alterations in the existing Main Object Clause of the Memorandum of Association of the Company by inserting the following clause before the existing clause 1 of Memorandum of Association of the Company:

1. (a) To carry on and undertake business as Financiers to finance operations of all kinds such as purchasing, selling, hiring, letting on hire, and dealing in all kinds of property, moveable or immovable, goods, chattels, motor-cars, motor-buses, motor lorries.
- (b) To purchase or otherwise acquire dominion over all forms of immovable and movable property including machinery, equipment, motor vehicles, ships, aeroplanes and all consumer and industrial items and to hire, leases or otherwise deal with them in any manner whosoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.
- (c) To do Hire Purchase Finance of all types of products and materials including motor vehicles, machinery and to lend money on security on movable or immovable property or properties or any shares of any nature with or without security and negotiate loans.
- (d) To carry on and become engaged in financial, monetary and other business

transactions that are usually and commonly carried on by Commercial Financing Houses, Shroffs, Credit Corporations, Merchants, Factory, Trade and General Financiers and capitalists and also in leasing or letting on hire any property movable or immovable.

- (e) To undertake and carry out and, in particular, the financing Hire Purchase contracts, or agreements relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles, Government Bonds.
- (f) To lend, with or without security, deposit or advance money, securities and property to, or with such persons and on such terms as may seem expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee) thereof be and are hereby authorized, to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, modifications, applications, returns and writings as may be necessary, proper, desirable or expedient.”

## By order of the Board of Directors

**Ashish Pandey**  
Company Secretary

Place: Mumbai  
Date: August 27, 2022

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

## Annexure I to the Notice

**As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out material facts relating to the special business mentioned under Item No. 5 and 6 of the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No. 4 is also furnished and forming part of the Notice:**

## Item No. 4:

The Board of Directors at their meeting held on August 27, 2022, on the recommendation of the Audit Committee, has appointed M/s. S K Patodia

& Associates, Chartered Accountants (Firm Registration No. 112723W) as Joint Statutory Auditors of the Company for a period of three years commencing from the conclusion of ensuing 37<sup>th</sup> Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the Company, at such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Audit Committee and/or Board of Directors of the Company. Such appointment of Joint Statutory Auditors arises in view of increased volume of audit work being handled by the current Statutory Auditors M/s. Haribhakti & Co. LLP, Chartered Accountants in the Company.

M/s. S K Patodia & Associates, Chartered Accountants (Firm Registration No. 112723W) has confirmed their eligibility for appointment as a Joint Statutory Auditors of the Company. They have further confirmed that they are not disqualified to be appointed as the Joint Statutory Auditors in terms of the provisions of the Act and the rules made thereunder.

M/s. S K Patodia & Associates (Chartered Accountants) (Firm Registration No. 112723W) was set up in 1992, presently the firm has a team of committed professionals with specialized skills serving a range of business needs, believing strongly in creating and adding value to their clients' business. The firm comprising 18 partners and has a strong team of +600 approx. personnel. The firm is empanelled with the various Government and Regulatory Bodies and banks.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for the appointment of M/s. S K Patodia & Associates, Chartered Accountants as a Joint Statutory Auditors of the Company and to fix their remuneration as set out at Item No. 4 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

#### **Item No. 5:**

The Board of Directors of the Company at its meeting held on May 18, 2022, on recommendation of the Audit Committee, had appointed M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023. M/s. ABK & Associates, Cost Accountants had submitted a letter regarding their eligibility for appointment as cost auditors.

The Board of Directors has, subject to the ratification by the Members at this Annual General Meeting,

determined the remuneration of the cost auditors at ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes as applicable and reimbursement of actual out of pocket expenses, if any, incurred by them and approved by the Company in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be ratified by the Members of the Company.

Your Directors recommend the resolution set out at Item No. 5 of this Notice for ratification by the Members by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

#### **Item No. 6:**

At present, the Company is engaged in the business of providing services of Digital, Media & Communications and dealing in Real Estate. In view of the proposed Merger of Hinduja Leyland Finance Limited, a Non-Banking Financial Company with the Company, the main business activity of the Company will need to change to providing financial services and other allied activities. The existing Memorandum of Association does not have as part of its main object clauses provisions which allows the Company to carry on the business of providing financial services. An alteration of Memorandum of Association of the Company is therefore required by adding the suitable new object clauses. Under Section 13 of the Companies Act, 2013, such alternation in the Memorandum of Association of the Company requires approval of Members by way of a Special Resolution.

Your Directors recommend the resolution set out at Item No. 6 of this Notice for approval by the Members by way of a special resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

#### **By order of the Board of Directors**

**Ashish Pandey**  
Company Secretary

Place: Mumbai  
Date: August 27, 2022

**Registered Office:**  
IN CENTRE, 49/50, MIDC, 12<sup>th</sup> Road  
Andheri (East), Mumbai - 400 093

## Annexure II to the Notice

### a) Details of Director seeking re-appointment pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2

<b>Name of Director</b>	<b>Mr. Sudhanshu Kumar Tripathi</b>
<b>DIN</b>	06431686
<b>Date of Birth</b>	June 07, 1959
<b>Age</b>	63 Years
<b>Qualification</b>	B.E., MBA
<b>Expertise in specific functional area</b>	Mr. Sudhanshu Tripathi is a member of Hinduja Group's apex Global Leadership. Apart from collective leadership responsibilities, he oversees: i) Board Governance, effectiveness and assessment process ii) Group Human Capital Strategy & Execution iii) Group leadership lifecycle. He is Director on Board of GOCL Corporation Ltd., Hinduja Global Solutions Ltd., Hinduja Leyland Finance Ltd. and IDL Explosive Ltd. He is a seasoned HR professional with over 36 years of work experience; 23 of them at leadership level. He has had direct exposure of Telecom, IT, Engineering, Metal, Power, Financial Sources, Media and other diversified domains and brings a strong business perspective to his work. He has worked as a shop floor Engineer, IT Specialist, Management Development Professional before choosing HR as career. He specializes in very large and diversified multi location conglomerates.
<b>Terms and Conditions</b>	<b>Retire by rotation:</b>
	<ul style="list-style-type: none"> <li>• Liable to retire by rotation.</li> </ul>
	<b>Duties:</b>
	<ul style="list-style-type: none"> <li>• To adhere as provided under Section 166 of the Act.</li> </ul>
	<b>Code of Conduct:</b>
	<ul style="list-style-type: none"> <li>• Abide by the Code of Conduct devised by the Company.</li> </ul>
	<b>Remuneration:</b>
	<ul style="list-style-type: none"> <li>• Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof.</li> <li>• Re-imbursement of travelling expenses and other out of pocket expenses in attending the meeting of Board of Directors or Committees thereof.</li> </ul>
<b>Board Membership of other listed Companies as on March 31, 2022</b>	<ul style="list-style-type: none"> <li>• GOCL Corporation Limited</li> <li>• Hinduja Global Solutions Limited</li> </ul>
<b>Date of first appointment on the Board</b>	August 4, 2015
<b>No. of shares held in Company</b>	NIL
<b>Relationships between Directors / KMP's inter-se</b>	None
<b>Number of Meetings of the Board attended during the year 2021-2022</b>	(Seven) 7
<b>Directorships held in other Companies (excludes foreign companies, private companies, and alternate directorship)</b>	<ul style="list-style-type: none"> <li>• Hinduja Leyland Finance Limited</li> <li>• IDL Explosives Limited</li> <li>• GOCL Corporation Limited</li> <li>• Hinduja Global Solutions Limited</li> </ul>
<b>Membership/Chairmanship of other Public Companies (include only Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee)</b>	<b>Audit Committee:</b>
	<ul style="list-style-type: none"> <li>• GOCL Corporation Limited</li> <li>• IDL Explosives Limited</li> </ul>
	<b>Stakeholder Relationship Committee:</b>
	<ul style="list-style-type: none"> <li>• Hinduja Leyland Finance Limited</li> <li>• GOCL Corporation Limited</li> <li>• Hinduja Global Solutions Limited</li> </ul>
	<b>Corporate Social Responsibility Committee:</b>
	<ul style="list-style-type: none"> <li>• Hinduja Leyland Finance Limited</li> <li>• IDL Explosives Limited</li> <li>• GOCL Corporation Limited</li> <li>• Hinduja Global Solutions Limited</li> </ul>



## Notes:

1. In view of the massive outbreak of COVID-19 pandemic, social distancing norm has to be followed and the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 8, 2020 and April 13, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) and Securities & Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020, January 15, 2021 and 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”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the special business set out at Item Nos. 5 and 6 of this Notice and an ordinary business as set out at item No. 4 of this Notice is annexed as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment under Item No. 3. of Notice at this AGM is annexed as **Annexure II**.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [rupal@csrdj.com](mailto:rupal@csrdj.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
5. The Company has fixed Friday, September 16, 2022 as the “Record Date” for determining entitlement of Members to Dividend for the financial year ended March 31, 2022, if approved at the AGM.
6. Dividend on equity shares for the financial year ended March 31, 2022, as recommended by the Board of Directors, if approved at the 37th AGM, subject to the deduction of tax at source will be paid on or before stipulated time.  
  
In respect of equity shares held in physical form, to all those Members whose names are on the Company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, September 16, 2022.  
  
In respect of equity shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose, as of the close of business hours on Friday, September 16, 2022.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 17, 2022 to Tuesday, September 27, 2022 (both dates inclusive).
8. 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://nxtdigital.co.in/contents/static/uploads/inv/investors-assistance/Form\\_ISR-4.pdf](https://nxtdigital.co.in/contents/static/uploads/inv/investors-assistance/Form_ISR-4.pdf) and on the website of the Company’s Registrar and Transfer Agents, KFin Technologies Limited (“KFIN”) (formerly known as KFin Technologies Private Limited) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. 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.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFIN, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
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 <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.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 in 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/>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

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. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their

DPs in case the shares are held by them in electronic form and with KFIN in case the shares are held by them in physical form.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. Any query relating to financial statements must be sent to the Company's registered email id at [investorgreivances@nxtdigital.in](mailto:investorgreivances@nxtdigital.in) or at the Company's registered office at least seven days before the date of the AGM. The same will be replied by the Company suitably.
15. Members holding shares in demat form are hereby informed that bank registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend.
16. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialized form; and in case, shares are held in physical form to the Company's Registrar and Share Transfer Agent (RTA), KFin Technologies Limited ("KFIN") (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32 | Financial District, Nanakramguda | Serilingampally Mandal | Hyderabad - 500032 | India P: +91 40 6716 1525, E-mail: [prem.kumar.nair@kfintech.com](mailto:prem.kumar.nair@kfintech.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, KFIN to provide efficient and better services for payment of dividend.

17. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all shares in respect of which dividend has not been paid/claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members

who have so far not encashed their dividend warrants for the financial year 2014-15, 2015-16, 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21 are requested to make their claims forthwith to KFIN.

18. Pursuant to provisions of Sections 124 and 125 of the Act read with the IEPF Rules, dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Details of Unpaid/ unclaimed dividend transferred to IEPF are as under:

Sr. No.	Unpaid / Unclaimed dividend for financial year	Date of Transfer	Amount transferred to IEPF (₹)
1	2005-2006	November 27, 2014	2,95,910
2	2007-2008 (Interim)	June 10, 2015	2,34,930
3	2008-2009	September 20, 2016	2,16,310
4	2009-2010	September 14, 2017	1,78,520
5	2010-2011	September 28, 2018	2,20,313
6	2011-2012	October 01, 2019	3,25,785
7	2012-2013	September 15, 2020	2,66,780
8	2013-2014	November 10, 2021	3,57,240

19. The Members at the Thirtieth Annual General Meeting of the Company held on September 23, 2015, had declared a final dividend of ₹ 15/- per share for the financial year ended March 31, 2015. The unclaimed/ unpaid dividend for the financial year 2014-15 amounting to ₹ 4,09,860/- (Rupees Four Lacs Nine Thousand Eight Hundred and Sixty Only), which remained unpaid/ unclaimed for a period of 7 (seven) years from the date of transfer into Unpaid Dividend Account is liable to be transferred to Investor Education Protection Fund ("IEPF") in October, 2022. The unclaimed / unpaid dividend declared for the financial year 2014-15 and shares on which dividend has remained unpaid/ unclaimed for the past seven consecutive years aggregating to 292 shares shall be transferred by the Company to IEPF in October, 2022. The Company has also uploaded the details of unpaid and unclaimed amounts lying with Company (i.e. date of last AGM of the

Company) on the website of the Company i.e. [www.nxtdigital.co.in](http://www.nxtdigital.co.in) and also filed the same with Ministry of Corporate Affairs.

20. In the event of transfer of unclaimed dividend and shares to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed web form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
21. The voting rights on the shares lying with the IEPF shall remain frozen until the rightful owner of such shares claims the shares.
22. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit the PAN and Bank Account details to KFIN/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/ statement attested by bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.
23. In compliance of section 101 and 136 of the Act, read together with the Rules made thereunder alongwith MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 can also be accessed from the Company's website [www.nxtdigital.co.in](http://www.nxtdigital.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
24. Members who hold shares in physical form and have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
25. Members holding shares in dematerialized form, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.



26. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
27. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
28. All documents referred to in the Notice and accompanying explanatory statement are available for inspection through electronic mode on the basis of the request being sent on [investorgrievances@nxtdigital.in](mailto:investorgrievances@nxtdigital.in) up to last working day prior to the date of the AGM i.e. Tuesday, September 27, 2022.
29. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFIN (in case of shares held in physical form) and depositories (in case of shares held in demat form).
30. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
31. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and 110 of the Act and the Rules made thereunder, the Members are provided with the facility to cast their votes electronically instead of dispatching or delivering the Postal Ballot Form. The Company has engaged the services of National Securities Depositories Limited (NSDL) for providing e-voting facility to its Members.
32. Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), has been appointed by the Company as the Scrutinizer to scrutinize the remote e-voting process at the AGM in a fair and transparent manner.
33. **Voting through electronic means:**

**Process for members opting for remote e-voting:**

**INSTRUCTION FOR E-VOTING AND JOINING THE AGM:**

**E-Voting Event No. ("EVEN") - 122108**

**(A) VOTING THROUGH ELECTRONIC MEANS**

- a) Pursuant to the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c) The remote e-voting period commences on Friday, September 23, 2022 (at 9.00 a.m. IST) and ends on Monday, September 26, 2022 (at 5.00 p.m. IST). During this period, the

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by 6:00 p.m. IST on Tuesday, September 27, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The aforesaid declarations and documents need to be submitted by the shareholders by 6:00 p.m. IST on Tuesday, September 27, 2022.



Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 20, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently. The Member, whose name appear in the Register of Members/ Beneficial Owners as on Tuesday, September 20, 2022, may cast their votes electronically through e-voting. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 20, 2022.

- d) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail

and holding shares as of the cut-off date i.e. Tuesday, September 20, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 20, 2022, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speed</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, 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>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>