

January 22, 2020

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Script Code: - 500189

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

Sub: Scheme of Arrangement between IndusInd Media and Communications Limited (Demerged Company) and NXTDIGITAL LIMITED (Resulting Company) and their respective shareholders

Dear Sir / Madam,

The Company has received Observations Letters no. DCS/AMAM/DS/R37/1649/2019-20 dated January 13, 2020 and letter no NSE/LIST/21847_II dated January 13, 2020 from BSE Limited and National Stock Exchange of India Limited respectively, towards the Scheme of Arrangement between IMCL and NXTDIGITAL Limited (formerly known as Hinduja Ventures Limited) by virtue of which the Media and Communications undertaking of IMCL will be merged into NXTDIGITAL Limited.

We would like to inform you that the Company has filed Company Scheme Application before the National Company Law Tribunal (NCLT) Bench, Mumbai on January 21, 2020.

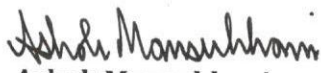
Copy of the NCLT Application duly acknowledged is attached.

We request you take the same on records.

Thanking you.

Yours faithfully,

For NXTDIGITAL LIMITED
(Formerly known as Hinduja Ventures Limited)


Ashok Mansukhani
Managing Director
DIN: 00143001




NXTDIGITAL 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



HINDUJA GROUP



AAT LEGAL & CO.

Date: 21 / 01 / 2020

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH AT MUMBAI

In the matter of Companies Act, 2013

And

In the matter of Sections 230 to 232 read with Sections ~~52~~ and ~~66~~ of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

And

...In the matter of Scheme of Arrangement

between

IndusInd Media and Communication Limited ... Applicant Company - 1

And

NX Digital Limited ... Applicant Company - 2

Company Scheme Application No. ... of 2020

To,

The Registrar

National Company Law Tribunal,

Mumbai Bench

Sir,

Be pleased to take on record the Company Scheme Application filed by Applicant Company - 1 and Applicant Company - 2 in triplicate, having one original and two photocopies.

Office: Mahesh Chamber, Office No 1 of 5, 1st Floor, Banaji Street, Nanubai Lane, Fort, Mumbai - 400006.

Mobile No.: +91-9806024397 / +91-8850351511

E-mail: adv.arundhan25@gmail.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT MUMBAI

In the matter of Companies Act, 2013

And

In the matter of Sections 230 to 232 read with Section 52 and 66 of the
Companies Act, 2013; and other applicable provisions of the Companies
Act, 2013

And

In the matter of Scheme of Arrangement

Between

INDUSIND MEDIA AND COMMUNICATIONS LIMITED

... First Applicant Company

And

NXTDIGITAL LIMITED

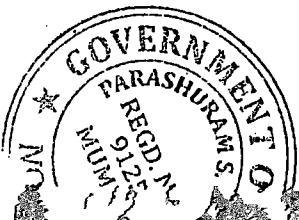
... Second Applicant Company

Company Application No. of 2020.

IndusInd Media and Communications)
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,)
MIDC, 12th Road, Andheri (East),)
Mumbai – 400093.)

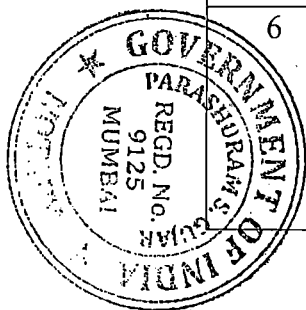
And

NXTDIGITAL Limited (formerly known)
as Hinduja Ventures 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,)

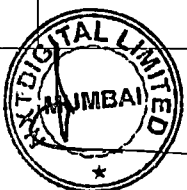
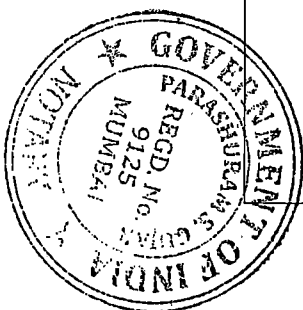


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FORM NO. NCLT. 2

(See rule 34)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI

NOTICE OF ADMISSION

Date: , 2020

From: **IndusInd Media and Communications Limited and
NXTDIGITAL Limited (Applicant Companies)**

To: The Registrar,

NCLT, Mumbai Bench

IndusInd Media and Communications 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, MIDC, 12th Road, Andheri (East), Mumbai – 400093.

And

NXTDIGITAL Limited (formerly known as Hinduja Ventures 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, MIDC, 12th Road, Andheri (East), Mumbai – 400093.

) ... Applicant Companies

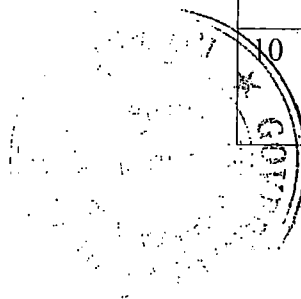


The Parties named above requests that the Hon'ble Tribunal to grant the following relief:

- a. This Hon'ble Tribunal be pleased to give directions to each of the

SYNOPSIS

Serial Number	Particulars
1	Memorandum of Association and Articles of Association of IndusInd Media and Communications Limited and NXTDIGITAL Limited.
2	Audited Financial Statements as on March 31, 2019 of IndusInd Media and Communications Limited and NXTDIGITAL Limited.
3	Unaudited Financial Statements as on September 30, 2019 of IndusInd Media and Communications Limited and NXTDIGITAL Limited.
4	Board Resolution of IndusInd Media and Communications Limited and NXTDIGITAL Limited, the Applicant Companies, approving the Scheme of Arrangement.
5	Scheme of Arrangement between IndusInd Media and Communications Limited and Hinduja Ventures Limited and their respective shareholders.
6	Certificate issued by the Independent Auditors of the First Applicant and the Second Applicant Company
7	Independent Valuation Report issued by the Chartered Accountants, M/s. PKF Sridhar & Santhanam LLP.
8	Fairness Opinion issued by Merchant Banker M/s. Saffron Capital Advisors Private Limited validating the Valuation report issued by the Chartered Accounts, M/s. PKF Sridhar & Sathanam LLP alongwith an undertaking from Saffron Capital Advisors Private Limited.
9	Observation Letters regarding the draft scheme of arrangement issued by the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).
10	List of Secured Creditors of IndusInd Media and Communications Limited and NXTDIGITAL Limited



	alongwith a Copy of Certificate issued by an independent Chartered Accountant.
11	List of Unsecured Creditors of IndusInd Media and Communications Limited and NXTDIGITAL Limited alongwith a Copy of Certificate issued by an independent Chartered Accountant.

