

NDL Ventures Limited

September 16, 2024

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: NDLVENTURE
Through: NEAPS

Dear Sir / Madam,

Sub: Voting Results of the 39th Annual General Meeting held on September 13, 2024

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is in continuation of our letter dated August 20, 2024 towards submission of notice dated August 8, 2024 convening 39th Annual General Meeting (39th AGM) of the Members of the Company and seeking approval of Members of the Company by way of passing resolutions on the business as set out in the notice.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results of the businesses transacted at the 39th AGM of the Company held on Friday, September 13, 2024 at 3:00 p.m. (IST) through Video Conference/Other Audio Visual Means along with the Scrutinizer's Report dated September 16, 2024 are enclosed herewith.

We wish to inform you that all 9 (nine) resolutions proposed in the Notice of 39th AGM have been duly approved and passed by the Members of the Company with the requisite majority.

The voting results alongwith the Scrutinizer's Report are available on the Company's website at <http://ndlventures.in/investors/annual-general-meeting/> and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

Request you to kindly take the above on your records.

Thanking you,

Yours faithfully,
For NDL Ventures Limited
(Formerly known as NXTDIGITAL Limited)

Ashish Pandey
Company Secretary

Encl.: As stated above

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

IN CENTER, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.

T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896



	NDL VENTURES LIMITED (FORMERLY KNOWN AS NXTDIGITAL LIMITED)
Date of the AGM/EGM	13-09-2024
Total number of shareholders on record date	10912
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	61

Resolution No.		1									
Resolution required: (Ordinary/ Special)		ORDINARY - To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and the Auditors thereon including notes annexed thereto.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	62,06,398	21,39,177	34.4673	21,38,987	190	99.9912	0.0088	0	0	
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		21,39,246	34.4684	21,39,040	206	99.9904	0.0096	0	0	
	Total	3,36,71,621	2,38,09,345	70.7104	2,38,09,139	206	99.9991	0.0009	0	0	

**AMAR
CHINTOPAN
TH**

Digitally signed by
AMAR
CHINTOPANTH
Date: 2024.09.16
18:29:50 +05'30'

**RUPAL
DHIREN
JHAVERI**

Digitally signed by RUPAL DHIREN JHAVERI
DN: c=IN, postalCode=400007,
ou=AMAR CHINTOPAN, streetName=KUMAR,
serialNumber=00070501e6d3d3032e84
9204040c9e19003d649903303e0c05
7a,
emailAddress=3aad56e31e4bbe61583709
8504a2c,
2.5.4.20=0072748a34c3a7090857598653
db2093e0d9588b8dce0328fc0a213f7,
email=RUPAL.CHINTOPANTH@NXTDIGITAL.COM,
ou=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:07:09 +05'30'

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a Dividend of Rs. 1/- per equity share of the face value of Rs. 10/- per share (10%) for the financial year ended March 31, 2024.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,877	174	99.9918	0.0081	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,930	190	99.9911	0.0089	0	0
Total		3,36,71,621	2,38,09,219	70.7100	2,38,09,029	190	99.9992	0.0008	0	0

AMAR
CHINTOPA
NTH

Digitally signed by
AMAR
CHINTOPANTH
Date: 2024.09.16
18:30:10 +05'30'

RUPAL
DHIREN
JHAVERI

Digitally signed by RUPAL DHIREN JHAVERI
DN: c=IN, postalCode=400007,
st=MAHARASHTRA, street=MUMBAI,
#MUMBAI e=Personal,
serialNumber=069765a1e9e5d06357e8c
469b04c8c8e420030e94c990024b2ecc
2647b
pseudoName=3eadd66e331e48b6a1d4a7b
9d58e2a0c
2.5.4.20=+577a4864cc3a7c90847596805
3ab0885e0905e8e8d0c0c330fc568215f7,
email=RUPALDHIRENJHAVERI@RUPAL.COM
cn=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:08:57 +05'30'

Resolution No.		3								
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint Mr. Sudhanshu Kumar Tripathi (DIN:00048789), who retires by rotation, as a Director, liable to retire by rotation.								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,836	215	99.9899	0.0100	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,889	231	99.9892	0.0108	0	0
Total		3,36,71,621	2,38,09,219	70.7100	2,38,08,988	231	99.9990	0.0010	0	0

AMAR
CHINTOPANTH
H

Digitally signed by
AMAR CHINTOPANTH
Date: 2024.09.16
18:30:29 +05'30'

RUPAL
DHIREN
JHAVERI

Digitally signed by RUPAL DHIREN JHAVERI
DN: c=IN, postalCode=401007,
o=AMAR CHINTOPANTH, street=MUMBAI,
E=MUMBAI, o=Personal,
serialNumber=06407654, cn=RUPAL DHIREN JHAVERI
[0]c=IN, o=AMAR CHINTOPANTH, postalCode=401007,
st=MH, postalCode=401007,
serialNumber=3eada66e51e4bb6a1dda7098
2649ac,
2.5.4.20=6977448a4acc3a7c9088475968053
c0a09050e0f068080c0333065643197,
email=RUPAL.DHIREN@AMARCHINTOPANTH.COM,
cn=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:09:14 +05'30'

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Mr. Debabrata Sarkar (DIN: 06431686) as Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,836	215	99.9899	0.0100	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,889	231	99.9892	0.0108	0	0
Total		3,36,71,621	2,38,09,219	70.7100	2,38,08,988	231	99.9990	0.0010	0	0

AMAR
CHINTOPAN
TH

Digitally signed by
AMAR
CHINTOPANTH
Date: 2024.09.16
18:30:49 +05'30'

RUPAL
DHIREN
JHAVERI

Digitally signed by RUPAL DHIREN JHAVERI
DN: cn=RUPAL DHIREN JHAVERI, o=AMAR CHINTOPAN, st=Maharashtra, serialNumber=06431686, email=RUPAL.DHIREN@AMARCHINTOPAN.COM, c=IN

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with Hinduja Realty Ventures Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,351	700	99.9672	0.0327	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,404	716	99.9665	0.0335	0	0
Total	Total	3,36,71,621	47,52,435	14.1141	47,51,719	716	99.9849	0.0151	0	0

AMAR
CHINTOPAN
TH

Digitally signed by
AMAR
CHINTOPANTH
Date: 2024.09.16
18:31:12 +05'30'

RUPAL
DHIREN
JHAVERI

Digitally signed by RUPAL DHIREN JHAVERI
DN: cn=AMAR CHINTOPANTH, o=AMAR CHINTOPANTH, email=AMAR.CHINTOPANTH@AMARCHINTOPANTH.COM, c=IN
c=RUPAL DHIREN JHAVERI, o=RUPAL DHIREN JHAVERI, email=RUPAL.DHIREN.JHAVERI@HINDUJAREALTY.COM, cn=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:31:12 +05'30'

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with Hinduja Global Solutions Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0
Total		3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0

**AMAR
CHINTOPANTH
H**

Digitally signed by
AMAR CHINTOPANTH
Date: 2024.09.16
18:31:39 +05'30'

**RUPAL
DHIREN
JHAVERI**

Digitally signed by RUPAL DHIREN JHAVERI
DN: c=IN, postalCode=400007,
st=MAHARASHTRA, street=MUMBAI
E=MUMBAI@rediffmail.com,
serialNumber=46697651, email=C0337578E-
460004C0C4270630E4C9990204296C7
527B,
pkcs10#ym=3aad666531e6b61d6a709
6504ee,
2.5.4.20=897748b4c6c7c98f729605
3db285c0096e8b0c0338c0621377,
email=RUPALDHIREN@REDIFFMAIL.COM,
cn=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:28:05 +05'30'

Resolution No.		8									
Resolution required: (Ordinary/ Special)		ORDINARY - To approve Material Related Party Transaction(s) with IN Entertainment (India) Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0	
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0	
Total	3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0		

AMAR
CHINTOPANT
H

Digitally signed by
AMAR CHINTOPANTH
Date: 2024.09.16
18:32:19 +05'30'

RUPAL
DHIREN
JHAVERI

Digitally signed by RUPAL DHIREN JHAVERI
DN: cn=Rupal, postalCode=000000,
c=IN, email=RUPAL.DHIREN@RUPAL.COM,
serialNumber=1, version=3,
emailAddress=rupal.dhiren@rupal.com,
ou=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:05:11 +05'30'

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with OneOTT Entertainment Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0
Total	Total	3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0

AMAR
CHINTOPANTH

Digitally signed by
AMAR CHINTOPANTH
Date: 2024.09.16
18:32:38 +05'30'

RUPAL
DHIREN
JHAVERI

Digitally signed by RUPAL DHIREN JHAVERI
DN: c=IN, postalCode=400007,
ou=AMAR CHINTOPANTH, cn=AMAR CHINTOPANTH
E=MUMBAI@Personal,
serialNumber=0669/05a1e4edc030318b64
d96946caee470e30e6e49f6d50463cc5d
7b,
ipscid/ouym=3ee4e6e6531e48ba148a769
8594ac,
2.5.4.20=057748d45a3a7590f175868053
d62685a0959f88d0cd3d6c586215f,
cn=RUPAL DHIREN JHAVERI@REDIFFMAIL.COM,
o=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:08:32 +05'30'

Report of Scrutinizer

To,
Mr. Amar Chintopanth,
Authorised Director
NDL Ventures Limited
(Formerly known as NXTDIGITAL LIMITED)
In Centre, 49/50, MIDC, 12th Road,
Marol, Andheri (East), Mumbai – 400093

Sub: Consolidated Scrutinizer’s Report on Remote E-voting & E-voting conducted at the 39th Annual General Meeting of NDL Ventures Limited (formerly known as NXTDIGITAL LIMITED) held on Friday, September 13, 2024 at 3:00 PM (IST) through Video Conferencing (“VC”).

I, **Ms. Rupal D. Jhaveri, Practicing Company Secretary** (Membership No. 5441 and Certificate of Practice No. 4225), have been appointed as Scrutinizer of **NDL Ventures Limited** (Formerly known as NXTDIGITAL LIMITED) (the “Company”) vide Resolution passed at the Board Meeting held on August 8, 2024 to scrutinize the Remote E-voting process as well as the Electronic Voting conducted at the Annual General Meeting in a fair and transparent manner and ascertain the requisite majority on the said e-voting carried out pursuant to Section 108 of the Companies Act, 2013 (“Act”), Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) including Circulars issued by SEBI from time to time, read with , General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 10/2022 dated December 28, 2022 and Subsequent Circular No. 09/2023 issued in this regards dated September 25,2023 read with other relevant circulars as amended from time to time, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said rules and the relaxations as provided in the applicable circulars.

I hereby submit my report, as under:

1. Pursuant to the MCA Circulars and the circular on Relaxation from compliance with certain provisions of the SEBI (LODR) Regulations issued by SEBI on May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, the Notice of the AGM along with Explanatory Statement under Section 102 of the Act, the Annual Report 2023-24 and e-voting instructions were sent by electronic mode only to those Members whose e-mail addresses were registered with the Company / Depositories. A copy of the Notice of AGM is also available on the website of Company (www.ndlventures.in), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and the website of National Securities Depository Limited (“NSDL”) on (www.evoting.nsdl.com).
2. The Company had appointed National Securities Depositories Limited (“NSDL”) as the ‘Service Provider,’ for the purpose of extending the facility of Remote E-Voting as well as E-voting conducted at the 39th AGM of the Company.
3. KFin Technologies Limited is the Registrar and Share Transfer Agents (‘RTA’) of the Company.

4. Members who held Equity Share(s) of the Company as on Friday, September 6, 2024, were entitled to vote through remote e-voting process in relation to the Resolution specified in the Notice (“**Eligible Members**”). Accordingly, the communication of the assent or dissent of the Members had taken place through remote e-voting and e-voting at the AGM only.
5. Eligible Members were entitled to cast their vote either through remote e-voting facility (“**remote e-voting**”) provided by the Company or e-voting facility during the AGM. However, Members who have cast their vote by remote e-voting prior to the AGM were not entitled to cast their vote again.
6. The remote e-voting commenced on Monday, September 9, 2024 (9:00 a.m. IST) and ended on Thursday, September 12, 2024 (5:00 p.m. IST).
7. All the data of remote e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolution were downloaded from the e-voting portal of NSDL, by unblocking the remote e-voting event on Friday, September 13, 2024 at around **04:13 p.m.** IST, and the same were considered for scrutiny.
8. The Management of the Company is responsible to ensure compliances with the requirements of the Act and Rules relating to remote e-voting prior to and during the AGM in the resolutions contained in the notice of the AGM.
9. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Combined Scrutinizer’s Report of the votes cast on the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the service provider.
10. The summary of the results of the remote e-voting and voting through electronic means are as under:

Resolution No. 1: Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of the Board of Directors’ and the Auditor’s thereon including notes annexed thereto. (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	133	2,38,09,086	99.9992
e-voting at the AGM	4	53	76.8116
Total	137	2,38,09,139	99.9991

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	5	190	0.0008
e-voting at the AGM	1	16	23.1884
Total	6	206	0.0009

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority.

Resolution No. 2: Declaration of dividend of Rs. 1/- per equity share of the Face value of Rs. 10/- each (10%) for the financial year ended March 31, 2024. (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	133	2,38,08,976	99.9992
e-voting at the AGM	4	53	76.8116
Total	137	2,38,09,029	99.9992

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	174	0.0008
e-voting at the AGM	1	16	23.1884
Total	5	190	0.0008

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority.

Resolution No. 3: Appointment of Director in place of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation and being eligible, offered himself for re-appointment (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	131	2,38,08,935	99.9990
e-voting at the AGM	4	53	76.8116
Total	135	2,38,08,988	99.9990

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	215	0.0010
e-voting at the AGM	1	16	23.1884
Total	7	231	0.0010

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority.

Resolution No. 4: Appointment of Mr. Debabrata Sarkar (DIN: 02502618) as Independent Director for a period of 5 (five) consecutive years from August 8, 2024 to August 7, 2029 (Special Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	131	2,38,08,935	99.9990
e-voting at the AGM	4	53	76.8116
Total	135	2,38,08,988	99.9990

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	215	0.0010
e-voting at the AGM	1	16	23.1884
Total	7	231	0.0010

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority

Resolution No. 5: Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	114	47,51,666	99.9853
e-voting at the AGM	4	53	76.8116
Total	118	47,51,719	99.9849

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	7	700	0.0147
e-voting at the AGM	1	16	23.1884
Total	8	716	0.0151

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority

Resolution No. 6: Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
Total	119	47,52,219	99.9955

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
Total	7	216	0.0045

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority

Resolution No. 7: Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
Total	119	47,52,219	99.9955

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
Total	7	216	0.0045

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority

Resolution No. 8: Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
Total	119	47,52,219	99.9955

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
Total	7	216	0.0045

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority

Resolution No. 9: Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited (Ordinary Resolution).

(i) Voted **for** the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
Total	119	47,52,219	99.9955

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
Total	7	216	0.0045

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

The Resolution is passed with requisite majority

All the Resolutions mentioned in the Notice convening the Annual General Meeting as per the details stated above stand passed under remote e-voting and e-voting conducted at AGM, with the requisite majority and hence, all the Resolutions stand passed as on the date of the Annual General Meeting.

The relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

**RUPAL
DHIREN
JHAVERI**

Digitally signed by RUPAL DHIREN JHAVERI
DN: cn=R, postalCode=400071, st=MAHARASHTRA,
serial=463884, o=AMAR, ou=Finance,
serialNumber=04479541e4e05c6537e4646f80d
41e4e05c6537e4646f80d3402a2c6537e,
pseudoym=3e4d66531e48b6a1657993964a
9c,
2.5.29=s277a8a54c3a7c108f19980538069
38c0f0e48d0d0138e10a213f,
email=RUPALDHIRENJHAVERI@MAIL.COM,
c=RUPAL DHIREN JHAVERI
Date: 2024.09.16 18:09:41 +05'30'

Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441F001230225

Place: Mumbai
Date: September 16, 2024

Countersigned by:

AMAR CHINTOPANTH

Digitally signed by AMAR
CHINTOPANTH
Date: 2024.09.16 18:29:04
+05'30'

Mr. Amar Chintopanth
Authorised Director (DIN: 00048789)
NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL LIMITED)

Place: Mumbai
Date: September 16, 2024