

March 22, 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 and Scrutinizer's Report on Postal Ballot - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is further to our intimation dated February 19, 2024, whereby Postal Ballot Notice ('Notice') was submitted towards seeking approval of the Members of NDL Ventures Limited ('the Company') on the following resolutions:

S. No.	Type of Resolution	Descriptions of Resolution
1.	Ordinary	Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited
2.	Ordinary	Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited
3.	Ordinary	Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited
4.	Ordinary	Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited
5.	Ordinary	Approval of Material Related Party Transaction(s) with ONEOTT Intertainment Limited

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with relevant applicable Rules (as amended), the Company conducted the process of Postal Ballot by remote e-voting process as set out in the Notice.

The remote e-voting commenced on Tuesday, February 20, 2024 from 9:00 a.m. and concluded on Wednesday, March 20, 2024 at 5:00 p.m. (IST). The Scrutinizer, Ms. Rupal Jhaveri, Practicing Company Secretary, has submitted her report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform you that the Members of the Company have duly passed the above Resolutions with requisite majority.

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

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we are enclosing herewith the details of the voting results (Annexure A) and the Report of the Scrutinizer (Annexure B).

The voting results and the Report of the Scrutinizer are available on the website of the Company <http://ndlventures.in/investors/postal-ballot/> and on the website Company's RTA Kfin Technologies Limited at <https://evoting.kfintech.com>.

Please 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)

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Annexure A

A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS

Company Name	NDL Ventures Limited (Formerly known as NXTDIGITAL Limited)
Date of Postal Ballot Notice	January 31, 2024
Cut-off Date	Friday, February 16, 2024
Voting Start Date & Time	Tuesday, February 20, 2024 from 09.00 a.m.(IST)
Voting End Date & Time	Wednesday, March 20, 2024 till 05.00 p.m. (IST)
Total number of shareholders on record date/cut-off date	9765
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

B. RESULTS OF THE POSTAL BALLOT

SR. No.	Descriptions of Resolution	Resolution Required	Mode of Voting	Remarks
1.	Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited	Ordinary Resolutions	E-Voting	Passed with requisite majority
2.	Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited			
3.	Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited			
4.	Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited			
5.	Approval of Material Related Party Transaction(s) with ONEOTT Intertainment Limited			

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



Company Name	NDL VENTURES LIMITED (FORMERLY KNOWN AS NXTDIGITAL LIMITED)
Date of the AGM/EGM	Through Postal Ballot
Total number of shareholders on record date	9765
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Proposed 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
Promoter and Promoter Group	E-Voting	21775491	0	0.0000	00	0	0.0000	0.0000
	Poll	21775491	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	21775491	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	5161042	4133868	80.0975	4133868	0	100.0000	0.0000
	Poll	5161042	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5161042	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6735088	2557718	37.9760	2557256	462	99.9819	0.0181
	Poll	6735088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6735088	0	0.0000	00	0	0.0000	0.0000
Total		33671621	6691586	19.8731	6691124	462	99.9931	0.0069

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Resolution required: (Ordinary/ Special)		ORDINARY - Approval of Proposed 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
Promoter and Promoter Group	E-Voting	21775491	0	0.0000	00	0	0.0000	0.0000
	Poll	21775491	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	21775491	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	5161042	4133868	80.0975	4133868	0	100.0000	0.0000
	Poll	5161042	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5161042	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6735088	2557718	37.9760	2557256	462	99.9819	0.0181
	Poll	6735088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6735088	0	0.0000	00	0	0.0000	0.0000
Total		33671621	6691586	19.8731	6691124	462	99.9931	0.0069

Resolution required: (Ordinary/ Special)		ORDINARY - Approval of Proposed Material Related Party Transaction(s) with IndusInd Media & Communications 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
Promoter and Promoter Group	E-Voting	21775491	0	0.0000	00	0	0.0000	0.0000
	Poll	21775491	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	21775491	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	5161042	4133868	80.0975	4133868	0	100.0000	0.0000
	Poll	5161042	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5161042	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6735088	2557719	37.9760	2557252	467	99.9817	0.0183
	Poll	6735088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6735088	0	0.0000	00	0	0.0000	0.0000
Total		33671621	6691587	19.8731	6691120	467	99.9930	0.0070

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Resolution required: (Ordinary/ Special)		ORDINARY - Approval of Proposed 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
Promoter and Promoter Group	E-Voting	21775491	0	0.0000	00	0	0.0000	0.0000
	Poll	21775491	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	21775491	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	5161042	4133868	80.0975	4133868	0	100.0000	0.0000
	Poll	5161042	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5161042	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6735088	2557719	37.9760	2557252	467	99.9817	0.0183
	Poll	6735088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6735088	0	0.0000	00	0	0.0000	0.0000
Total		33671621	6691587	19.8731	6691120	467	99.9930	0.0070

Resolution required: (Ordinary/ Special)		ORDINARY - Approval of Proposed Material Related Party Transaction(s) with OneOTT Intertainment 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
Promoter and Promoter Group	E-Voting	21775491	0	0.0000	00	0	0.0000	0.0000
	Poll	21775491	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	21775491	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	5161042	4133868	80.0975	4133868	0	100.0000	0.0000
	Poll	5161042	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5161042	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6735088	2557719	37.9760	2557252	467	99.9817	0.0183
	Poll	6735088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6735088	0	0.0000	00	0	0.0000	0.0000
Total		33671621	6691587	19.8731	6691120	467	99.9930	0.0070

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Report of Scrutinizer

To,

Mr. Amar Chintopanth,

Authorized Director

NDL VENTURES LIMITED

(Formerly Known as NXTDIGITAL LIMITED)

In Centre, 49/50, MIDC, 12th Road,

Andheri (East), Mumbai – 400093

I, **Ms. Rupal D. Jhaveri, Practicing Company Secretary** (Membership No. 5441 and Certificate of Practice No. 4225), have been appointed as the Scrutinizer by the Board of Directors of **NDL VENTURES LIMITED** (Formerly known as NXTDIGITAL Limited) ("**Company**") vide Resolution passed on January 31, 2024, to scrutinize the postal ballot through e-voting in a fair and transparent manner and ascertain the requisite majority on the said postal ballot carried out pursuant to Section 108 and Section 110, and other applicable provisions of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 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**"), General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; Circular no. 3/2022 dated May 5, 2022; 11/2022 dated December 28, 2022 and 09/2023 dated 25/09/2023 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 for holding general meetings/conducting postal ballot process through e-voting and SEBI Circular dated October 7, 2023 and other applicable laws and regulations, if any, to transact special business as set out hereunder by passing the ordinary resolutions through Postal Ballot by e-voting. 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 submit my Report, as under:

1. The Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act was sent through electronic mode to those Members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, February 16, 2024 ("**Cut-off Date**"), received from KFin Technologies Limited ("**KFintech**") and whose e-mail address was registered with the Company / Registrar & Share Transfer Agent / Depositories / Depository Participants. A copy of the Postal Ballot Notice is also available on the website of the company <http://ndlventures.in/investors/postal-ballot/>, website of the e-voting service provider agency i.e. KFin at <https://evoting.kfintech.com/> and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com. Members who held Equity Share(s) of the Company as on Friday, February 16, 2024, were entitled to vote through Postal Ballot process (e-voting) in relation to the Resolution specified in the Postal Ballot Notice ("**Eligible Members**"). The dispatch of the Postal Ballot Notice was completed on February 19, 2024.
2. In accordance with the MCA Circulars, the Company had sent the postal ballot notice in electronic form only and the dispatch of the postal ballot notice was completed on Monday, February 19, 2024. Accordingly, the communication of the assent or dissent of the Members had taken place through the remote e-voting system only.

3. The remote e-voting commenced on Tuesday, February 20, 2024 (9:00 a.m. IST) and ended on Wednesday, March 20, 2024 (5:00 p.m. IST). The e-voting facility was provided by KFintech.
4. All the data of e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolutions were downloaded from the e-voting portal of KFintech, by unblocking the e-voting event on Wednesday, March 20, 2024 (5:05 p.m. IST).
5. All votes cast up to 5:00 p.m. IST on Wednesday, March 20, 2024, the last date and time fixed by the Company, were considered for scrutiny.
6. The summary of the result of the postal ballot conducted through e-voting are, as under:

Resolution No.-1: Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited:

(i) Voted **in favour of** the Resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	111	6691124	99.9931
Total votes in favour	111	6691124	99.9931

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

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	09	462	0.0069
Total votes against	09	462	0.0069

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-2: Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited:

(i) Voted **in favour of** the Resolution:

Mode	Number of Members	Number of votes cast in favour of the	% of total number of valid
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	voted	resolution	votes cast
Postal Ballot (Remote E-voting)	111	6691124	99.9931
Total votes in favour	111	6691124	99.9931

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

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	09	462	0.0069
Total votes against	09	462	0.0069

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-3: Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited:

(i) Voted **in favour of** the Resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	110	6691120	99.9930
Total votes in favour	110	6691120	99.9930

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

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	10	467	0.0070
Total votes against	10	467	0.0070

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
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Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-4: Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited

(i) Voted in favour of the Resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	110	6691120	99.9930
Total votes in favour	110	6691120	99.9930

(ii) Voted against the Resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	10	467	0.0070
Total votes against	10	467	0.0070

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-5: Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited.

(i) Voted in favour of the Resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	110	6691120	99.9930
Total votes in favour	110	6691120	99.9930

(ii) Voted against the Resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	10	467	0.0070
Total votes against	10	467	0.0070

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

7. Based on the aforesaid result, I report that the Ordinary Resolutions, as contained in the Postal Ballot Notice dated January 31, 2024 has been passed with the requisite majority. You may accordingly declare the result of Postal Ballot through remote e-voting.
8. 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.

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Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441E003619029
Place: Mumbai
Date: March 22, 2024

Countersigned by:

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Amar Chintopanth
Authorised Director (DIN: 00048789)
NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL Limited)
Place: Mumbai
Date: March 22, 2024