

January 30, 2023

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

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

Dear Sir / Madam,

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

This is in continuation to our earlier intimation dated December 26, 2022, towards submission of Postal Ballot Notice dated December 19, 2022 seeking approval of the Members of the Company by way of special resolution for change of name of the Company from "NXTDIGITAL Limited" to "NDL Ventures Limited" and consequent amendment to the Memorandum and Articles of Association of the Company.

We wish to inform you that the said resolution has been approved by the Members of the Company with more than requisite majority (i.e. 99.9999% majority) and the resolution stood passed on the last date of period of postal ballot including e-voting i.e., January 28, 2023 at 5.00 p.m.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results along with the Scrutinizer's Report are enclosed herewith. The same are also available on the Company's website at <https://www.nxtdigital.co.in/investors/postal-ballot/> and the website of Registrar and Transfer Agent (RTA) i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.

Request you to kindly take the above on your records.

Thanking you,

Yours Faithfully,
For NXTDIGITAL Limited

Ashish Pandey
Company Secretary

Encl.: As above

Company Name	NXTDIGITAL LIMITED
Date of the AGM/EGM	Through Postal Ballot
Total number of shareholders on record date	10641
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)	SPECIAL - Approval for change of name of the Company from "NXTDIGITAL LIMITED" to "NDL VENTURES LIMITED" and consequent amendment to Memorandum of Association and Articles of Association of the Company								
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	
Promoter and Promoter Group	E-Voting	21775491	18542941	85.1551	18542941	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	2227157	0	0.0000	00	0	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	9668973	5685402	58.8005	5685399	3	99.9999	0.0001	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		321	0.0033	321	0	100.0000	0.0000	
Total		33671621	24228664	71.9557	24228661	3	100.0000	0.0000	

Rupal Dhiren
Jhaveri

Digitally signed by Rupal Dhiren Jhaveri
DN: c=IN, o=Personal,
2.5.4.20=2000064933388a327bf337646646611c
e9fa132d5a096533296371910642,
postalCode=400007, st=Maharashtra,
serialNumber=60697956a1e4e5c90337e8c46f80
d4c0ae420630e94cf990a024b26cc2d7b,
cn=Rupal Dhiren Jhaveri
Date: 2023.01.30 19:42:13 +05'30'

AMAR
CHINTOPANTH

Digitally signed by AMAR
CHINTOPANTH
Date: 2023.01.30 19:56:57 +05'30'

Report of Scrutinizer

To,
Mr. Amar Chintopanth,
Authorized Director
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 NXTDIGITAL Limited ("**Company**") vide Resolution passed on December 19, 2022, to scrutinize the postal ballot through e-voting including physical postal ballots in a fair and transparent manner and ascertain the requisite majority on the said postal ballot carried out pursuant to Section 110 and Section 108, 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 and 11/2022 dated December 28, 2022, 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 and physical 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, December 23, 2022 ("**Cut-off Date**"), received from KFin Technologies Limited ("**KFin**") and whose e-mail address was registered with the Company / Registrar & Share Transfer Agent / Depositories / Depository Participants, and through physical mode to those members whose e-mail IDs were not registered with the Company. A copy of the Postal Ballot Notice is also available on the website of the company <https://www.nxtdigital.co.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, December 23, 2022, were entitled to vote through Postal Ballot process (including 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 December 27, 2022.
2. In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, were sent to those members whose e-mail addresses were not registered. Accordingly, the communication of the assent or dissent of the Members had taken place through the e-voting and Physical Postal Ballots.

3. The period of e-voting commenced on Thursday, December 29, 2022 (9:00 a.m. IST) and ended on Saturday, January 28, 2023 (5:00 p.m. IST). The e-voting facility was provided by KFin.
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 Resolution were downloaded from the e-voting portal of KFin, by unblocking the e-voting event on Saturday, January 28, 2023 at around 5.07 p.m. IST.
5. All votes casted up to 5:00 p.m. IST on Saturday, January 28, 2023, 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 Physical Postal Ballot (including e-voting) are, as under:

Resolution for Approval for change of name of the Company from “NXTDIGITAL LIMITED” to “NDL VENTURES LIMITED” and consequent amendment to Memorandum of Association and Articles of Association of the Company (as a Special Resolution):

(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 (E-voting)	108	2,42,28,340	99.9999
Postal Ballot (Physical Ballot)	8	321	100
Total votes in favour	116	2,42,28,661	99.9999

(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 (E-voting)	1	3	0.0001
Postal Ballot (Physical Ballot)	-	-	
Total votes against	1	3	0.0001

(iii) Invalid votes:

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

The Resolution is passed with requisite majority.

7. Based on the aforesaid result, I report that the Special Resolution, as contained in the Postal Ballot Notice dated December 19, 2022, has been passed with the requisite majority. You may accordingly declare the result of Postal Ballot through e-voting and physical ballots.
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.

Rupal Dhiren
Jhaveri

Digitally signed by Rupal Dhiren Jhaveri
DN: c=IN, o=Personal,
2.5.4.20=20004c4930388e3278fb1376466
4661cc9fa132d55a99653332983719106c4
3, postalCode=400007, st=Maharashtra,
serialNumber=0649765a1e9ed50633768c
4d6804eace420632e94c9904024b26cc
2fd7b, cn=Rupal Dhiren Jhaveri
Date: 2023.01.30 19:41:23 +05'30'

Rupal D. Jhaveri
Practising Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441D003075200
Place: Mumbai
Date: January 30, 2023

Countersigned by:

AMAR
CHINTOPA
NTH

Digitally signed by
AMAR
CHINTOPANTH
Date: 2023.01.30
19:55:01 +05'30'

Amar Chintopanth
Authorised Signatory
NXTDIGITAL Limited
Place: Mumbai
Date: January 30, 2023