

April 21, 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

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 March 20, 2023, whereby Postal Ballot Notice ('Notice') was submitted for seeking approval of the Members of the Company on the following resolutions:

Sr. No.	Type of Resolution	Descriptions of Resolutions
1.	Ordinary	Appointment of Mr. Sachin Sundaram Pillai (DIN: 06400793), as a Director (Non-Executive - Non Independent) on the Board of the Company
2.	Ordinary	Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited
3.	Ordinary	Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited
4.	Ordinary	Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited
5.	Ordinary	Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited
6.	Ordinary	Approval of Material Related Party Transaction(s) with ONEOTT Intertainment Limited

Postal ballot process through remote e-voting concluded on Wednesday, April 19, 2023 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 Scrutinizer's report, we wish to inform you that the Members of the Company have duly passed the above Resolutions with the requisite majority.

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

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

This is for your information and records.

Thanking You,

Yours faithfully,
For **NDL VENTURES LIMITED**
(Formerly known as NXTDIGITAL Limited)

Ashish Pandey
Company Secretary

Encl : As above

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	March 03, 2023
Cut-off Date	Friday, March 17, 2023
Voting Start Date & Time	Tuesday, March 21, 2023 from 09.00 a.m. (IST)
Voting End Date & Time	Wednesday, April 19, 2023 till 05.00 p.m. (IST)
Total number of shareholders on record date	
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

Sl No.	Descriptions of Resolution	Resolution Required	Mode of Voting	Remarks
1.	Appointment of Mr. Sachin Sundaram Pillai (DIN: 06400793), as a Director (Non-Executive – Non Independent) on the Board of the Company	Ordinary Resolutions	Remote E-voting	Passed with requisite majority
2.	Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited			
3.	Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited			
4.	Approval of Material Related Party Transaction(s) with Indusind Media & Communications Limited			
5.	Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited			
6.	Approval of Material Related Party Transaction(s) with ONEOTT Intertainment Limited			

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	9940
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 appointment of Mr. Sachin Sundaram Pillai (DIN: 06400793), as a Director (Non-Executive – Non Independent) on the Board							
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	2226777	1964453	88.2196	1964453	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- Non Institutions	E-Voting	9669353	5666294	58.6005	5666253	41	99.9993	0.0007
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		33671621	26173688	77.7322	26173647	41	99.9998	0.0002

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Resolution required: (Ordinary/ Special)	ORDINARY - Approval of 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		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	2226777	1964453	88.2196	1964453	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- Non Institutions	E-Voting	9669353	5666294	58.6005	5666253	41	99.9992	0.0007
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		33671621	7630747	22.6623	7630706	41	99.9995	0.0005

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Resolution required: (Ordinary/ Special)		ORDINARY - Approval of 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		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	2226777	1964453	88.2196	1964453	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- Non Institutions	E-Voting	9669353	5666294	58.6005	5666253	41	99.9992	0.0007
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		33671621	7630747	22.6623	7630706	41	99.9995	0.0005

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Resolution required: (Ordinary/ Special)	ORDINARY - Approval of 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		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	2226777	1964453	88.2196	1964453	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- Non Institutions	E-Voting	9669353	5666294	58.6005	5666253	41	99.9992	0.0007
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		33671621	7630747	22.6623	7630706	41	99.9995	0.0005

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Resolution required: (Ordinary/ Special)	ORDINARY - Approval of 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		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	2226777	1964453	88.2196	1964453	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- Non Institutions	E-Voting	9669353	5666294	58.6005	5666253	41	99.9992	0.0007
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		33671621	7630747	22.6623	7630706	41	99.9995	0.0005

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Resolution required: (Ordinary/ Special)		ORDINARY - Approval of Material Related Party Transaction(s) with OneOTT Interntainment 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		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	2226777	1964453	88.2196	1964453	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- Non Institutions	E-Voting	9669353	5666294	58.6005	5666253	41	99.9992	0.0007
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		33671621	7630747	22.6623	7630706	41	99.9995	0.0005

Note-All the above Resolutions are passed with requisite majority.

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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 March 03, 2023, 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 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 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, March 17, 2023 ("**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. 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, March 17, 2023, 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 March 20, 2023.
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, March 20, 2023. 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, March 21, 2023 (9:00 a.m. IST) and ended on Wednesday, April 19, 2023 (5:08 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 Wednesday, April 19, 2023 at around 5.08 p.m. IST.
5. All votes casted up to 5:00 p.m. IST on Wednesday, April 19, 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 e-voting are, as under:

Resolution No.-1: Approval of appointment of Mr. Sachin Sundaram Pillai (DIN: 06400793), as the Director (Non-Executive – Non Independent) of the Company (as an Ordinary 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 (Remote E-voting)	103	2,61,73,647	99.9998
Total votes in favour	103	2,61,73,647	99.9998

(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)	2	41	0.0002
Total votes against	2	41	0.0002

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	2,47,935
Total	2	2,47,935

The Resolution is passed with requisite majority.

Resolution No.-2: Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited (as an Ordinary 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 (Remote E-voting)	87	76,30,706	99.9995

Total votes in favour	87	76,30,706	99.9995
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(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)	2	41	0.0005
Total votes against	2	41	0.0005

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	2,47,935
Total	2	2,47,935

The Resolution is passed with requisite majority.

Resolution No.-3: Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited (as an Ordinary 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 (Remote E-voting)	87	76,30,706	99.9995
Total votes in favour	87	76,30,706	99.9995

(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)	2	41	0.0005
Total votes against	2	41	0.0005

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	2,47,935
Total	2	2,47,935

The Resolution is passed with requisite majority.

Resolution No.-4: Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited (as an Ordinary 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 (Remote E-voting)	87	76,30,706	99.9995
Total votes in favour	87	76,30,706	99.9995

(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)	2	41	0.0005
Total votes against	2	41	0.0005

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	2,47,935
Total	2	2,47,935

The Resolution is passed with requisite majority.

Resolution No.-5: Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited (as an Ordinary 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 (Remote E-voting)	87	76,30,706	99.9995
Total votes in favour	87	76,30,706	99.9995

(ii) Voted against the Resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
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Postal Ballot (Remote E-voting)	2	41	0.0005
Total votes against	2	41	0.0005

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	2,47,935
Total	2	2,47,935

The Resolution is passed with requisite majority.

Resolution No.-6: Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited (as an Ordinary 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 (Remote E-voting)	87	76,30,706	99.9995
Total votes in favour	87	76,30,706	99.9995

(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)	2	41	0.0005
Total votes against	2	41	0.0005

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	2,47,935
Total	2	2,47,935

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 March 3, 2023 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.

Rupal Dhiren
Jhaveri

Digitally signed by Rupal Dhiren Jhaveri
DN: c=IN, o=Personal,
2.5.4.20=2000dc4930388e3270fb13764664
661fce9fa132d5d09653329b371910c42,
postalCode=400007, st=Maharashtra,
serialNumber=06d9765a1e9ed5c06357e8c
46f8004c0ace428030e94cf990024626cc2
f07b, cn=Rupal Dhiren Jhaveri
Date: 2023.04.21 16:03:56 +05'30'

Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441E000163104
Place: Mumbai
Date: April 21, 2023

Countersigned by:

AMAR

CHINTOPAN

TH

Digitally signed by
AMAR CHINTOPANTH
Date: 2023.04.21
16:49:44 +05'30'

Amar Chintopanth
Authorised Signatory
NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL Limited)
Place: Mumbai
Date: April 21, 2023