

NDL Ventures Limited

September 8, 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: NDLVENTURE
Through: NEAPS

Dear Sir/ Madam,

Sub: Proceedings of the Thirty Eighth (38th) Annual General Meeting of the shareholders of the Company.
Ref: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We enclose herewith proceedings of the 38th Annual General Meeting of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("the Company") held today i.e. Friday, September 8, 2023, at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Kindly take the above on records.

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



PROCEEDINGS OF THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NDL VENTURES LIMITED (FORMERLY KNOWN AS NXTDIGITAL LIMITED) HELD ON FRIDAY, SEPTEMBER 8, 2023, AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).

The 38th Annual General Meeting (hereinafter referred as ‘the Meeting’ or ‘AGM’) of the Members of the Company was held on Friday, September 8, 2023 at 3.00 p.m. (IST) through Video Conference / Other Audio-Visual Means (“VC/OAVM”). The Meeting was held in compliance with applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) permitting convening of AGM through electronic means i.e. through VC/OAVM without physical presence of Members at a common venue. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at IN CENTRE, 49/50 MIDC, 12th Road, Andheri (East), Mumbai-400093. Members who attended the AGM through Video Conference / Other Audio-Visual Means were counted for the purpose of reckoning the quorum in terms of MCA circulars read with section 103 of the Companies Act, 2013.

Mr. Sudhanshu Tripathi, Chairman; Mr. Anil Harish, Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee; Ms. Bhumika Batra, Independent Director, Chairperson of Stakeholder Relationship Committee, Risk Management Committee; Mr. Munesh Khanna, Independent Director, Chairman of Corporate Social Responsibility Committee; Mr. Sachin Pillai Non-Executive Director; and Mr. Amar Chintopanth, Whole Time Director & Chief Financial Officer were present in the meeting. Mr. Sandeep Mandawe Ankush Goyal, from M/s. S K Patodia & Associates, Chartered Accountants, Statutory Auditors and Mrs. Rupal Jhaveri, Practicing Company Secretary – Scrutinizer were present at the meeting. Mr. Ashish Pandey, Company Secretary was in attendance at the meeting.

The total number of Members present at the meeting were 79 nos.

1. The Chairman called the Meeting to order as the requisite quorum was present.
2. The Register of Directors and Key Managerial Personnel and their shareholding; and Register of Contracts or Arrangements in which the Directors are interested were open for inspection by the Members during the continuance of the Meeting at the NSDL e-voting website.
3. The Notice dated July 28, 2023 convening the Thirty Eighth Annual General Meeting, the Board's Report 2022-23 including all Annexures and the Audited Financial Statement of the Company for the financial year ended March 31, 2023, which were already circulated to the members, were taken as read, with the consent of the members.

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4. The Auditor's Report on the Financial Statements of the Company as on March 31, 2023 and Secretarial Audit Report for the financial year ended March 31, 2023 did not contain any qualifications, observations or adverse remarks. The Auditor's Report and Secretarial Audit Report were taken as read, with the consent of members.
5. The Chairman informed the Members that the Notice dated July 28, 2023 of the Annual General Meeting contains both Ordinary Business and Special Business as detailed hereunder.

Sr. No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1	Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Board of Directors and the Auditors thereon including Annexures thereto.	Ordinary Resolution
2.	Declaration of Dividend of Rs. 2/- per equity share of face Value of Rs. 10/- each for the financial year ended March 31, 2023.	Ordinary Resolution
3.	Re-appointment of Mr. Amar Chintopanth (DIN: 00048789), as a Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
SPECIAL BUSINESS		
4.	Re-appointment of Mr. Amar Chintopanth (DIN:00048789) as a Whole-Time Director and fix his remuneration.	Special Resolution
5.	Approval of Material Related Party Transaction(s)	Ordinary Resolution

6. The Chairman, then invited Members to ask questions, seek clarifications and give comments and suggestions on the financial results and operations of the Company. From the list of Speakers already registered, Speakers asked questions, made suggestions. The Chairman along with the Director/ members of the management satisfactorily responded to them.
7. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, rules framed thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had tied up with National Securities Depository Limited ("NSDL") to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. The Company extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. IST on Tuesday, September 5, 2023 and ended at 5.00 p.m. IST on Thursday, September 8, 2023. The Chairman informed that the Members who have not cast their vote during the e-voting period will be allowed to vote in next thirty minutes after the meeting.

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8. The Board of Directors appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the scrutinizer to scrutinize the process of e- voting process in a fair and transparent manner.
9. The Chairman informed that results of e-voting would be declared within two working days from the conclusion of the meeting. He also informed that the same will be submitted to the National Stock Exchange of India Limited and BSE Limited, will also be displayed at the Notice Board of the Company at its Registered Office situated at In Centre, 49/50 MIDC, 12th Road, Andheri (East), Mumbai-400 093, Maharashtra within two working days from the conclusion of the meeting and the same will also be posted on the website of the Company at www.ndlventures.in.
10. After the completion of the business as set out in the Notice dated July 28, 2023, the Chairman declared the Meeting as concluded and thanked the Members for attending the meeting.
11. The AGM was concluded at 4.30 p.m.

Note: This document does not constitute minutes of the proceedings of the 38th Annual General Meeting of the Company.

Thanking you.

Yours faithfully,

For NDL Ventures Limited
(Formerly known as NXTDIGITAL Limited)

Amar Chintopanth
Whole Time Director & CFO
DIN: 00048789

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