

NDL Ventures Limited

September 11, 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 Scrip Code: NDLVENTURE
Through: NEAPS

Dear Sir / Madam,

Sub: Voting Results of the 38th Annual General Meeting held on September 8, 2023

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

This is in continuation of our letter dated August 14, 2023 towards submission of notice dated July 28, 2023 convening 38th Annual General Meeting (38th 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.

We wish to inform you that all 5 (five) resolutions proposed in the Notice of 38th AGM have been duly approved and passed by the Members of the Company with the requisite majority.

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 <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	08-09-2023
Total number of shareholders on record date	9469
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	7
Promoters and Promoter Group:	7
Public:	72

Resolution No.	1	ORDINARY - To receive, consider and adopt 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 notes annexed thereto.										
		No										
Whether promoter/ promoter group are interested in the agenda/resolution?												
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		1,85,42,941	85.1551	1,85,42,941	0	100.0000	0.0000	0	0		
	Poll	2,17,75,491	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		
Public- Institutions	Total		1,85,42,941	85.1551	1,85,42,941	0	100.0000	0.0000	0	0		
	E-Voting		26,13,315	50.6354	26,13,315	0	100.0000	0.0000	0	0		
	Poll	51,61,042	0	0.0000	0	0	0.0000	0.0000	0	0		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		26,13,315	50.6354	26,13,315	0	100.0000	0.0000	0	0		
	E-Voting		30,30,465	44.9952	30,30,433	32	99.9989	0.0011	0	0		
Public- Non Institutions	Poll	67,35,088	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		30,30,465	44.9952	30,30,433	32	99.9989	0.0011	0	0		
Public- Non Institutions	Total		2,41,86,721	71.8312	2,41,86,689	32	99.9999	0.0001	0	0		
	Total		3,36,71,621									

Resolution No.	No									
4	SPECIAL - To re-appoint Mr. Amar Chintopanth (DIN:00048789) as a Whole-Time Director and fix his remuneration.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?									
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		1,85,42,941	85.1551	1,85,42,941	0	100.0000	0.0000	0	0
	Poll	2,17,75,491		0.0000		0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
	Total		1,85,42,941	85.1551	1,85,42,941	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		26,13,315	50.6354	26,13,315	0	100.0000	0.0000	0	0
	Poll	51,61,042		0.0000		0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
	Total		26,13,315	50.6354	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting		30,30,465	44.9952	30,30,433	32	99.9989	0.0011	0	0
	Poll	67,35,088		0.0000		0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000		
	Total		30,30,465	44.9952	30,30,433	32	99.9989	0.0011	0	0
	Total	3,36,71,621	2,41,86,721	71.8312	2,41,86,689	32	99.9999	0.0001	0	0

Resolution No.	ORDINARY - To approve Material Related Party Transaction(s)										
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		1,85,42,941	85.1551	1,85,42,941	0	100.0000	0.0000	0	0	
	Poll			0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	2,17,75,491		0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total		1,85,42,941	85.1551	1,85,42,941	0	100.0000	0.0000	0	0	
	E-Voting		26,13,315	50.6354	26,13,315	0	100.0000	0.0000	0	0	
	Poll	51,61,042		0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0	
	Total		26,13,315	50.6354	26,13,315	0	100.0000	0.0000	0	0	
	E-Voting		30,30,465	44.9952	30,30,433	32	99.9989	0.0011	0	0	
Public- Non Institutions	Poll	67,35,088		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0	
	Total		30,30,465	44.9952	30,30,433	32	99.9989	0.0011	0	0	
Public- Non Institutions	Total	3,36,71,621	2,41,86,721	71.8312	2,41,86,689	32	99.9999	0.0001	0	0	
	Total										

Report of Scrutinizer

[Combined Scrutinizer's Report on Remote E-voting & E-voting conducted at the 38th Annual General Meeting of NDL Ventures Limited (formerly known as NXTDIGITAL LIMITED) held on Friday, September 8, 2023]

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

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 their Board Meeting held on July 28, 2023 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**"), read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020, General Circular No. 10/2022 dated December 28, 2022 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 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 January 05, 2023, the Notice of the AGM along with Explanatory Statement under Section 102 of the Act, the Annual Report 2022-23 and e-voting instructions were sent by electronic mode only to those Members whose e-mail address was 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 38th AGM of the Company.
3. KFin Technologies Limited (formerly known as KFin Technologies Private 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 1, 2023, 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 e-voting 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 Tuesday, September 5, 2023 (9:00 a.m. IST) and ended on Thursday, September 7, 2023 (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 8, 2023 at around 04:26 p.m. IST, and the same were considered for scrutiny.
8. 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.
9. 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, 2023 together with the Reports 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	120	24184126	99.9999
e-voting at the AGM	4	2563	100
Total	124	24186689	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
Remote e-voting	5	32	0.0001
e-voting at the AGM	0	0	0.0000
Total	5	32	0.0001

(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. 2/- per equity share of the Face value of Rs. 10/- each (20%) for the financial year ended March 31, 2023. (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	121	24184142	99.9999
e-voting at the AGM	4	2563	100
Total	125	24186705	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
Remote e-voting	4	16	0.0001
e-voting at the AGM	0	0	0.0000
Total	4	16	0.0001

(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. Amar Chintopanth (DIN: 00048789), who retires from office by rotation and being eligible, offers 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	120	24184126	99.9999
e-voting at the AGM	4	2563	100
Total	124	24186689	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
Remote e-voting	5	32	0.0001
e-voting at the AGM	0	0	0.0000
Total	5	32	0.0001

(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: Reappointment of Mr. Amar Chintopanth (DIN: 00048789) as a Whole-Time Director and fix his remuneration (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	120	24184126	99.9999
e-voting at the AGM	4	2563	100
Total	124	24186689	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
Remote e-voting	5	32	0.0001
e-voting at the AGM	0	0	0.0000
Total	5	32	0.0001

(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) (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	120	24184126	99.9999
e-voting at the AGM	4	2563	100
Total	124	24186689	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
Remote e-voting	5	32	0.0001
e-voting at the AGM	0	0	0.0000
Total	5	32	0.0001

(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: c=IN, postalCode=400007, st=MAHARASHTRA,
serialNumber=1, email=DHIREN.JHAVERI@REDFINMALL.COM,
serialNumber=05697954148e4f5d33578b4680642bce4
2f0378e4c99090516232c2f7c,
serialNumber=3e2e465c314202b61d5a7b98564eac,
2.5.4.20=0177a48446c2a1f0a8f13968253d20992bc090
5a6880cc2338f2568210f7,
email=RUPALDHIREN@REDFINMALL.COM, cn=RUPAL
DHIREN JHAVERI
Date: 2023.09.09 17:24:12 +05'30'

Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441E000979117

Place: Mumbai

Date: September 9, 2023

Countersigned by:

AMAR
CHINTOPA
NTH

Digitally signed by
AMAR
CHINTOPANTH
Date: 2023.09.11
15:24:27 +05'30'

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

Place: Mumbai

Date: September 9, 2023