

April 28, 2025

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 March 26, 2024, whereby Postal Ballot Notice ('Notice') was submitted towards seeking approval of the Members of NDL Ventures Limited ('the Company') on the following resolution:

S. No.	Type of Resolution	Descriptions of Resolution
1.	Special	To approve the appointment of Ms. Vandana Jaisingh (DIN:06674779), as Non- Executive Independent Director on the Board of the Company

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 Saturday, March 29, 2025 from 9:00 a.m. and concluded on Sunday, April 27, 2025 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)

SUMATI
SHARMA

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SUMATI SHARMA
Date: 2025.04.28
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Sumati Sharma
Company Secretary & Compliance Officer
M.No- A51019

Encl : As stated above

NDL Ventures 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	March 12, 2025
Cut-off Date	Friday, March 21, 2025
Voting Start Date & Time	Saturday, March 29, 2025 from 09.00 a.m.(IST)
Voting End Date & Time	Sunday, April 27, 2025 till 05.00 p.m. (IST)
Total number of shareholders on record date/cut-off date	10978
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.	To approve the appointment of Ms. Vandana Jaisingh (DIN:06674779), as Non- Executive Independent Director on the Board of the Company	Special Resolution	E-Voting	Passed with requisite majority

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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		10978						
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 - To Consider and Approve Appointment of Ms. Vandana Jaisingh as Independent Director						
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	22289334	18790922	84.3045	18790922	0	100.0000	0.0000
	Poll	22289334	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	22289334	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	5194441	2193315	42.2243	2193315	0	100.0000	0.0000
	Poll	5194441	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5194441	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6187846	931641	15.0560	931560	81	99.9913	0.0087
	Poll	6187846	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6187846	0	0.0000	00	0	0.0000	0.0000
Total		33671621	21915878	65.0871	21915797	81	99.9996	0.0004

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RUPAL DHIREN
JHAVERI

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by RUPAL DHIREN
JHAVERI

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 12, 2025 through circulation, 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, 09/2024 dated September 19, 2024 and other relevant circulars 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 special 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, March 21, 2025 ("**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, March 21, 2025, 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 26, 2025.
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 Wednesday, March 26, 2025. 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 Saturday, March 29, 2025 9.00 am (IST) and ended on Sunday, April 27, 2025 5.00 pm (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 Sunday, April 27, 2025 (5:05 p.m. IST).
5. All votes casted up to 5:00 p.m. IST on Sunday, April 27, 2025, 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: To approve the appointment of Ms. Vandana Jaisingh (DIN: 06674779), as Non- Executive Independent Director on the Board of the Company.

(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)	96	21915797	99.9996
Total votes in favour	96	21915797	99.9996

(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)	06	81	0.0004
Total votes against	06	81	0.0004

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote 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 March 26, 2025 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 Digitally signed
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DHIREN JHAVERI

Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441G000222933
Place: Mumbai
Date: April 28, 2025

Countersigned by:

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Amar Chintopanth
Authorised Signatory
NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL Limited)
Place: Mumbai
Date: April 28, 2025