

**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](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://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
<b>Total votes in favour</b>	<b>103</b>	<b>2,61,73,647</b>	<b>99.9998</b>

(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
<b>Total votes against</b>	<b>2</b>	<b>41</b>	<b>0.0002</b>

(iii) Invalid votes:

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

**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

<b>Total votes in favour</b>	<b>87</b>	<b>76,30,706</b>	<b>99.9995</b>
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(ii) Voted **against** the Resolution:

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

(iii) Invalid votes:

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

**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:

<b>Mode</b>	<b>Number of Members voted</b>	<b>Number of votes cast in favour of the resolution</b>	<b>% of total number of valid votes cast</b>
Postal Ballot (Remote E-voting)	87	76,30,706	99.9995
<b>Total votes in favour</b>	<b>87</b>	<b>76,30,706</b>	<b>99.9995</b>

(ii) Voted **against** the Resolution:

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

(iii) Invalid votes:

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

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
<b>Total votes in favour</b>	<b>87</b>	<b>76,30,706</b>	<b>99.9995</b>

(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
<b>Total votes against</b>	<b>2</b>	<b>41</b>	<b>0.0005</b>

(iii) Invalid votes:

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

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
<b>Total votes in favour</b>	<b>87</b>	<b>76,30,706</b>	<b>99.9995</b>

(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
<b>Total votes against</b>	<b>2</b>	<b>41</b>	<b>0.0005</b>

(iii) Invalid votes:

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

**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
<b>Total votes in favour</b>	<b>87</b>	<b>76,30,706</b>	<b>99.9995</b>

(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
<b>Total votes against</b>	<b>2</b>	<b>41</b>	<b>0.0005</b>

(iii) Invalid votes:

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

**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  
46f8004c4ace428030e94cf990024626cc2  
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**