

NXTDIGITAL LIMITED

CIN: L65100MH1985PLC036896

Registered Office: IN CENTRE, 49/50, MIDC, 12th Road,
Andheri (E), Mumbai- 400093 Phone: (91 22) 2820 8585

Website: <https://www.nxtdigital.co.in> E-mail: investorgrievances@nxtdigital.in

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

1. Name(s) and Registered Address of the Sole/ First named Member	
2. Name(s) of the Joint Member(s) if any	
3. Registered Folio No. DP ID No. / Client ID No.* (*Applicable to Investors holding shares in Dematerialized form)	
4. No. of Share(s) held	

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice dated December 19, 2022 of the Company by conveying my/our assent or dissent to the said resolution(s) by placing (√) mark in the relevant box as stated herein below:

Item No.	Description of the Resolution	No. of Equity Shares(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for approval for change of name of the Company from "NXTDIGITAL LIMITED" to "NDL VENTURES LIMITED" and consequent amendment to Memorandum of Association and Articles of Association of the Company			

Place:

Date:

Signature of the Member/Authorized Signatory

Note: Please read the instructions printed overleaf carefully before exercising your vote

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Sequence Number)	User ID	Password
7138		Existing Password

GENERAL INSTRUCTIONS

Pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Postal Ballot Notice are being sought through postal ballot process.

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and *vice-versa*. However, in case shareholders cast their vote through both physical Postal Ballot Form and e-voting, then, vote cast through e-voting shall be considered and vote cast through physical Postal Ballot shall be treated as invalid.
2. The notice of Postal Ballot alongwith Postal Ballot Form dispatched/e-mailed to the Members whose names appear in the Register of Members as on cut off date i.e. Friday, December 23, 2022 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

Instructions for voting physically in Postal Ballot Form

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Rupal Jhaveri, Practicing Company Secretary (FCS No. 5441, CP No. 4225) at NXTDIGITAL Limited, IN CENTRE, 49/50, MIDC, 12th Road, Andheri (E), Mumbai- 400093 so as to reach the Scrutinizer on or before 5:00 pm (IST) Saturday, January 28, 2023. Any Postal Ballot Form received after the said date and time will be treated as not having been received and the same will not be considered for the purpose of Postal Ballot.
2. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants), in case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) duly signed and completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column ‘FOR’ or dissent in the column ‘AGAINST’ by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Postal Ballot Form for every Folio /Client ID irrespective of the number of joint holders.
7. A Member may request for an additional Postal Ballot Form, if so required, and the same duly signed and completed should reach the Scrutinizer not later than the date specified under instruction No. 1 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer’s decision on the validity of the Postal Ballot Form will be final and binding. Incomplete, overwritten, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.