

Report of Scrutinizer

To,
Mr. Amar Chintopanth,
Authorized Director
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 NXTDIGITAL Limited ("**Company**") vide Resolution passed on December 19, 2022, to scrutinize the postal ballot through e-voting including physical postal ballots 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 and physical 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, December 23, 2022 ("**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, and through physical mode to those members whose e-mail IDs were not registered with the Company. 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 and BSE Limited at www.bseindia.com. Members who held Equity Share(s) of the Company as on Friday, December 23, 2022, were entitled to vote through Postal Ballot process (including 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 December 27, 2022.
2. In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, were sent to those members whose e-mail addresses were not registered. Accordingly, the communication of the assent or dissent of the Members had taken place through the e-voting and Physical Postal Ballots.

3. The period of e-voting commenced on Thursday, December 29, 2022 (9:00 a.m. IST) and ended on Saturday, January 28, 2023 (5:00 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 Saturday, January 28, 2023 at around 5.07 p.m. IST.
5. All votes casted up to 5:00 p.m. IST on Saturday, January 28, 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 Physical Postal Ballot (including e-voting) are, as under:

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 (as a Special 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 (E-voting)	108	2,42,28,340	99.9999
Postal Ballot (Physical Ballot)	8	321	100
Total votes in favour	116	2,42,28,661	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
Postal Ballot (E-voting)	1	3	0.0001
Postal Ballot (Physical Ballot)	-	-	
Total votes against	1	3	0.0001

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (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 December 19, 2022, has been passed with the requisite majority. You may accordingly declare the result of Postal Ballot through e-voting and physical ballots.
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=20004c4930388e3278fb1376466
4661fcc9fa132d55a99653332983719106c4
3, postalCode=400007, st=Maharashtra,
serialNumber=0649765a1e9ed50633768c
4d6804e6ace420632e94c9904024b26cc
2fd7b, cn=Rupal Dhiren Jhaveri
Date: 2023.01.30 19:41:23 +05'30'

Rupal D. Jhaveri
Practising Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441D003075200
Place: Mumbai
Date: January 30, 2023

Countersigned by:

AMAR
CHINTOPA
NTH

Digitally signed by
AMAR
CHINTOPANTH
Date: 2023.01.30
19:55:01 +05'30'

Amar Chintopanth
Authorised Signatory
NXTDIGITAL Limited
Place: Mumbai
Date: January 30, 2023