



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a Dividend of Rs. 1/- per equity share of the face value of Rs. 10/- per share (10%) for the financial year ended March 31, 2024.									
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	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
	Poll		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		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,877	174	99.9918	0.0081	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,930	190	99.9911	0.0089	0	0
Total		3,36,71,621	2,38,09,219	70.7100	2,38,09,029	190	99.9992	0.0008	0	0

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Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Sudhanshu Kumar Tripathi (DIN:00048789), who retires by rotation, as a Director, liable to retire by rotation.									
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	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
	Poll		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		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,836	215	99.9899	0.0100	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,889	231	99.9892	0.0108	0	0
	Total	3,36,71,621	2,38,09,219	70.7100	2,38,08,988	231	99.9990	0.0010	0	0

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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Mr. Debabrata Sarkar (DIN: 06431686) 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,22,89,334	1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
	Poll		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		1,90,56,784	85.4973	1,90,56,784	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,836	215	99.9899	0.0100	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,889	231	99.9892	0.0108	0	0
	Total	3,36,71,621	2,38,09,219	70.7100	2,38,08,988	231	99.9990	0.0010	0	

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 email=RUPAL.DH.JHAVERI@REDIFFMAIL.COM  
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Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with Hinduja Realty Ventures Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,351	700	99.9672	0.0327	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,404	716	99.9665	0.0335	0	0
	Total	3,36,71,621	47,52,435	14.1141	47,51,719	716	99.9849	0.0151	0	0

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Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with Hinduja Global Solutions Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0
	Total	3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0

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Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with IndusInd Media & Communications Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0
	Total	3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0

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Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with IN Entertainment (India) Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0
	Total	3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0

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Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction(s) with OneOTT Entertainment Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	2,22,89,334	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		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		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	51,75,889	26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
	Poll		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		26,13,315	50.4902	26,13,315	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	62,06,398	21,39,051	34.4653	21,38,851	200	99.9906	0.0093	0	0
	Poll		69	0.0011	53	16	76.8116	23.1884	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,39,120	34.4664	21,38,904	216	99.9899	0.0101	0	0
Total	Total	3,36,71,621	47,52,435	14.1141	47,52,219	216	99.9955	0.0045	0	0

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email=RUPALDHIRENJHAVERI@DIFFITAL.COM,  
o=RUPAL DHIREN JHAVERI  
Date: 2024.09.16 18:08:32 +05'00'

**Report of Scrutinizer**

To,  
Mr. Amar Chintopanth,  
Authorised Director  
**NDL Ventures Limited**  
**(Formerly known as NXTDIGITAL LIMITED)**  
In Centre, 49/50, MIDC, 12<sup>th</sup> Road,  
Marol, Andheri (East), Mumbai – 400093

**Sub: Consolidated Scrutinizer's Report on Remote E-voting & E-voting conducted at the 39<sup>th</sup> Annual General Meeting of NDL Ventures Limited (formerly known as NXTDIGITAL LIMITED) held on Friday, September 13, 2024 at 3:00 PM (IST) through Video Conferencing ("VC").**

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 the Board Meeting held on August 8, 2024 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**") including Circulars issued by SEBI from time to time, read with , General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 10/2022 dated December 28, 2022 and Subsequent Circular No. 09/2023 issued in this regards dated September 25, 2023 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 hereby 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 May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, the Notice of the AGM along with Explanatory Statement under Section 102 of the Act, the Annual Report 2023-24 and e-voting instructions were sent by electronic mode only to those Members whose e-mail addresses were registered with the Company / Depositories. A copy of the Notice of AGM is also available on the website of Company ([www.ndlventures.in](http://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](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and the website of National Securities Depository Limited ("**NSDL**") on ([www.evoting.nsdl.com](http://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 39<sup>th</sup> AGM of the Company.
3. KFin Technologies 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 6, 2024, 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 remote e-voting and e-voting at the AGM 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 Monday, September 9, 2024 (9:00 a.m. IST) and ended on Thursday, September 12, 2024 (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 13, 2024 at around **04:13 p.m.** IST, and the same were considered for scrutiny.
8. The Management of the Company is responsible to ensure compliances with the requirements of the Act and Rules relating to remote e-voting prior to and during the AGM in the resolutions contained in the notice of the AGM.
9. 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.
10. 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 31<sup>st</sup> March, 2024 together with the Report 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	133	2,38,09,086	99.9992
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>137</b>	<b>2,38,09,139</b>	<b>99.9991</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
Remote e-voting	5	190	0.0008
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>6</b>	<b>206</b>	<b>0.0009</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority.*

**Resolution No. 2: Declaration of dividend of Rs. 1/- per equity share of the Face value of Rs. 10/- each (10%) for the financial year ended March 31, 2024. (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	133	2,38,08,976	99.9992
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>137</b>	<b>2,38,09,029</b>	<b>99.9992</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
Remote e-voting	4	174	0.0008
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>5</b>	<b>190</b>	<b>0.0008</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority.*

**Resolution No. 3: Appointment of Director in place of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation and being eligible, offered 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	131	2,38,08,935	99.9990
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>135</b>	<b>2,38,08,988</b>	<b>99.9990</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
Remote e-voting	6	215	0.0010
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>7</b>	<b>231</b>	<b>0.0010</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority.*

**Resolution No. 4: Appointment of Mr. Debabrata Sarkar (DIN: 02502618) as Independent Director for a period of 5 (five) consecutive years from August 8, 2024 to August 7, 2029 (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	131	2,38,08,935	99.9990
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>135</b>	<b>2,38,08,988</b>	<b>99.9990</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
Remote e-voting	6	215	0.0010
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>7</b>	<b>231</b>	<b>0.0010</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority*

**Resolution No. 5: Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited (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	114	47,51,666	99.9853
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>118</b>	<b>47,51,719</b>	<b>99.9849</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
Remote e-voting	7	700	0.0147
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>8</b>	<b>716</b>	<b>0.0151</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority*

**Resolution No. 6: Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited (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	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>119</b>	<b>47,52,219</b>	<b>99.9955</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
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>7</b>	<b>216</b>	<b>0.0045</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority*

**Resolution No. 7: Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited (Ordinary Resolution).**

(i) Voted **for** 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>
Remote e-voting	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>119</b>	<b>47,52,219</b>	<b>99.9955</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>
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>7</b>	<b>216</b>	<b>0.0045</b>

(iii) Invalid votes:

<b>Mode</b>	<b>Number of members</b>	<b>Number of votes cast</b>
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority*

**Resolution No. 8: Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited (Ordinary Resolution).**

(i) Voted **for** 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>
Remote e-voting	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>119</b>	<b>47,52,219</b>	<b>99.9955</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
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>7</b>	<b>216</b>	<b>0.0045</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority*

**Resolution No. 9: Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited (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	115	47,52,166	99.9958
e-voting at the AGM	4	53	76.8116
<b>Total</b>	<b>119</b>	<b>47,52,219</b>	<b>99.9955</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
Remote e-voting	6	200	0.0042
e-voting at the AGM	1	16	23.1884
<b>Total</b>	<b>7</b>	<b>216</b>	<b>0.0045</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
e-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***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: cn=R, postalCode=400017, st=MAHARASHTRA,  
streetAddress=3, o=NDL VENTURES LIMITED,  
serialNumber=064970541e4e5c6557b44680d4  
41d4e4c7f852d944f9f04574b23a2c5f76,  
pseudoym=3ed4d6e131e4b86a1d8a79b0264a  
91,  
2.5.4.20=a5777a8a54c3a7c708b7f9b8b538b08  
78c0f0b8b4d4318b15821197,  
email=RUPALDHIRENJHAVERI@NDL.COM,  
c=RUPAL DHIREN JHAVERI  
Date: 2024.09.16 18:05:43 +05'30'

**Rupal D. Jhaveri**  
**Practicing Company Secretary**  
**F.C.S No.: 5441**  
**CP No.: 4225**  
**UDIN: F005441F001230225**

**Place:** Mumbai  
**Date:** September 16, 2024

Countersigned by:

**AMAR CHINTOPANTH**

Digitally signed by AMAR  
CHINTOPANTH  
Date: 2024.09.16 18:29:04  
+05'30'

**Mr. Amar Chintopanth**  
**Authorised Director (DIN: 00048789)**  
**NDL VENTURES LIMITED**  
**(Formerly known as NXTDIGITAL LIMITED)**

**Place:** Mumbai  
**Date:** September 16, 2024