

# NDL Ventures Limited

September 01, 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 of the 40<sup>th</sup> Annual General Meeting held on August 29, 2025**

**Ref.: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results of the businesses transacted at the 40<sup>th</sup> AGM of the Company held on Friday, August 29, 2025 at 3:00 p.m. (IST) through Video Conference/Other Audio Visual Means along with the Scrutinizer's Report dated September 01, 2025 are enclosed herewith.

We wish to inform you that all 11 (Eleven) resolutions proposed in the Notice of 40<sup>th</sup> AGM have been duly approved and passed by the Members of the Company with the requisite majority.

The voting results along with the Scrutinizer's Report are available on the Company's website at <http://ndlventures.in/investors/annual-general-meeting/> and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Request you to kindly take the above on your records.

Thanking you,

Yours faithfully,  
**For NDL Ventures Limited**  
(Formerly known as NXTDIGITAL Limited)

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SHARMA

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Sumati Sharma  
Company Secretary & Compliance Officer  
M. No. A51019

Encl.: As stated above

## **NDL Ventures Limited**

(Formerly known as NXTDIGITAL LIMITED)

IN CENTER, 49/50 MIDC, 12<sup>th</sup> Road, Andheri (E), Mumbai - 400 093.

**T:** +91 - 22 - 2820 8585 **W:** [www.ndlventures.in](http://www.ndlventures.in) **CIN. No.:** L65100MH1985PLC036896



HINDUJA GROUP

Company Name		NDL VENTURES LIMITED						
Date of the AGM		29-08-2025						
Total number of shareholders on record date		11617						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		NA						
Public:		41						
Resolution Details(1)								
Resolution Required (Ordinary/Special)		ORDINARY-To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon including notes annexed thereto.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3029114	52	99.9983	0.0017
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3029114	52	99.9983	0.0017
Total		33671621	21043439	62.4961	21043387	52	99.9998	0.0002

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Resolution Details(2)								
Resolution Required (Ordinary/Special)		ORDINARY-To declare dividend of Re.0.50 per equity share of the face value of Rs.10 per share (5 Percentage) for the financial year ended March 31,2025						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3029125	41	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3029125	41	99.9986	0.0014
Total		33671621	21043439	62.4961	21043398	41	99.9998	0.0002

Resolution Details(3)								
Resolution Required (Ordinary/Special)		ORDINARY-To appoint Mr.Sachin Pillai (DIN: 06400793) as 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	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
Total		33671621	21043439	62.4961	21041537	1902	99.9910	0.0090

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Resolution Details(4)								
Resolution Required (Ordinary/Special)		ORDINARY-To re-appoint S K Patodia and Associates LLP, Chattered Accountant as Statutory Auditor of the company for a period of 5 (five) consecutive years						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027214	1952	99.9356	0.0644
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027214	1952	99.9356	0.0644
Total		33671621	21043439	62.4961	21041487	1952	99.9907	0.0093

Resolution Details(5)								
Resolution Required (Ordinary/Special)		SPECIAL-To re-appoint Mr.Amar Chintopanth (DIN:- 00048789) as Whole Time Director and fix his remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
Total		33671621	21043439	62.4961	21041537	1902	99.9910	0.0090

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Resolution Details(6)								
Resolution Required (Ordinary/Special)		ORDINARY-To appoint Ms.Rupal D.Jhaveri, Practising Company Secretary as Secretarial Auditor of the company for a period of 5 (five) consecutive years						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	18014206	80.8198	18014206	0	100.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
Total		33671621	21043439	62.4961	21041537	1902	99.9910	0.0090

Resolution Details(7)								
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	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027214	1952	99.9356	0.0644
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027214	1952	99.9356	0.0644
Total		33671621	3029233	8.9964	3027281	1952	99.9356	0.0644

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Resolution Details(8)								
Resolution Required (Ordinary/Special)		ORDINARY-To approve Material Related Party Transaction(s) with IndusInd Media and Communications Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3029166	31.6991	3027264	1902	99.9372	0.0628
Total		33671621	3029233	8.9964	3027331	1902	99.9372	0.0628
Resolution Details(9)								
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	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3028614	552	99.9818	0.0182
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3029166	31.6991	3028614	552	99.9818	0.0182
Total		33671621	3029233	8.9964	3028681	552	99.9818	0.0182

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Resolution Details(10)								
Resolution Required (Ordinary/Special)		ORDINARY-To approve Material Related Party Transaction(s) with OneOTT Intertainment Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
Total		33671621	3029233	8.9964	3027331	1902	99.9372	0.0628

Resolution Details(11)								
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	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22289334	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	22289334	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	1826286	67	0.0037	67	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1826286	67	0.0037	67	0	100.0000	0.0000
Public Non-Institutions	E-voting	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	9556001	3029166	31.6991	3027264	1902	99.9372	0.0628
Total		33671621	3029233	8.9964	3027331	1902	99.9372	0.0628

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**Report of Scrutinizer**

To,  
Mr. Amar Chintopanth,  
Authorised Director  
**NDL Ventures 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 40<sup>th</sup> Annual General Meeting of NDL Ventures Limited held on Friday, August 29, 2025 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** (the "Company") vide Resolution passed at their Board Meeting held on July 22, 2025 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 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, Subsequent Circular No. 09/2023 issued in this regards dated September 25, 2023, and latest Subsequent Circular No. 09/2024 issued in this regard dated September 19, 2024 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 including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 with any other circulars and directors the Notice of the AGM along with Explanatory Statement under Section 102 of the Act, the Annual Report 2024-25 and e-voting instructions were sent by electronic mode only to those Members whose e-mail address was 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 40<sup>th</sup> AGM of the Company.
3. KFin Technologies Limited (formerly known as KFin Technologies Private 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, August 22, 2025, 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, August 25, 2025 (9:00 a.m. IST) and ended on Thursday, August 28, 2025 (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, August 29, 2025 at around **04:12 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, 2025 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	102	1,88,45,827	99.9997
e-voting at the AGM	09	21,97,560	100.000
<b>Total</b>	<b>111</b>	<b>2,10,43,387</b>	99.9998

(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	52	0.0003
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>7</b>	<b>52</b>	0.0002

(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. 0.50/- per equity share of the Face value of Rs. 10/- each (5%) for the financial year ended March 31, 2025 (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	104	1,88,45,838	99.9998
e-voting at the AGM	09	21,97,560	100.0000
<b>Total</b>	<b>113</b>	<b>2,10,43,398</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
Remote e-voting	05	41	0.0002
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>05</b>	<b>41</b>	<b>0.0002</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. Sachin Pillai (DIN: 06400793), who retires from office by rotation and being eligible, offers 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	100	1,88,43,977	99.9899
e-voting at the AGM	9	21,97,560	10.0000
<b>Total</b>	<b>109</b>	<b>2,10,41,537</b>	<b>99.9910</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	9	1,902	0.0101
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>1,902</b>	<b>0.0090</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: Re-appointment of M/s S K Patodia & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for a period of 5 (Five) consecutive years (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	99	1,88,43,927	99.9896
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>108</b>	<b>2,10,41,487</b>	<b>99.9907</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	10	1,952	0.0104
e-voting at the AGM	0	0	0
<b>Total</b>	<b>10</b>	<b>1,952</b>	<b>0.0093</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: Re-appointment of Mr. Amar Chintopanath (DIN: 00048789) as a Whole-Time Director and fix his remuneration (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	100	1,88,43,977	99.9899
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>109</b>	<b>2,10,41,537</b>	<b>99.9910</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	9	1,902	0.0101
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>1,902</b>	<b>0.0090</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: Appointment of Ms. Rupal D. Jhaveri, Practicing Company Secretary as Secretarial Auditor of the Company for a period of 5 (Five) consecutive years (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	100	1,88,43,977	99.9899
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>109</b>	<b>2,10,41,537</b>	<b>99.9910</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	9	1,902	0.0101
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>1,902</b>	<b>0.0090</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 Hinduja Realty Ventures 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	86	8,29,721	99.7653
e-voting at the AGM	9	21,97,560	10.0000
<b>Total</b>	<b>95</b>	<b>30,27,281</b>	<b>99.9356</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	10	1,952	0.2347
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>10</b>	<b>1,952</b>	<b>0.0644</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 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	87	8,29,771	99.7713
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>96</b>	<b>30,27,331</b>	<b>99.9372</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	9	1,902	0.2287
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>1,902</b>	<b>0.0628</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. 9: 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	88	8,31,121	99.9336
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>97</b>	<b>30,28,681</b>	<b>99.9818</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	8	552	0.0664
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>8</b>	<b>552</b>	<b>0.0182</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. 10: Approval of Material Related Party Transaction(s) with OneOTT Entertainment 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	87	8,29,771	99.7713
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>96</b>	<b>30,27,331</b>	<b>99.9372</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	9	1902	0.2287
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>1902</b>	<b>0.0628</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. 11: 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	87	8,29,771	99.7713
e-voting at the AGM	9	21,97,560	100.0000
<b>Total</b>	<b>96</b>	<b>30,27,331</b>	<b>99.9372</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	9	1902	0.2287
e-voting at the AGM	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>1902</b>	<b>0.0628</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**

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ROAD NEAR NEW ERA SCHOOL, MUMBAI GRANT ROAD  
MUMBAI 400007,  
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**Rupal D. Jhaveri**  
**Practicing Company Secretary**  
**F.C.S No.: 5441**  
**CP No.: 4225**  
**UDIN: F005441G001134393**

**Place: Mumbai**  
**Date: September 1, 2025**

Countersigned by:

**AMAR  
CHINTOPANTH**

Digitally signed by  
AMAR CHINTOPANTH  
Date: 2025.09.01  
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**Mr. Amar Chintopanth**  
**Authorised Director**  
**NDL VENTURES LIMITED**  
**Place: Mumbai**  
**Date: September 1, 2025**