

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 January 31, 2024, 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 108 and Section 110, 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; 11/2022 dated December 28, 2022 and 09/2023 dated 25/09/2023 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 for holding general meetings/conducting postal ballot process through e-voting and SEBI Circular dated October 7, 2023 and other applicable laws and regulations, if any, to transact special business as set out hereunder by passing the ordinary resolutions through Postal Ballot by e-voting. 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, February 16, 2024 ("**Cut-off Date**"), received from KFin Technologies Limited ("**KFintech**") 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 <http://ndlventures.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, February 16, 2024, 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 February 19, 2024.
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, February 19, 2024. 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, February 20, 2024 (9:00 a.m. IST) and ended on Wednesday, March 20, 2024 (5:00 p.m. IST). The e-voting facility was provided by KFintech.
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 Resolutions were downloaded from the e-voting portal of KFintech, by unblocking the e-voting event on Wednesday, March 20, 2024 (5:05 p.m. IST).
5. All votes cast up to 5:00 p.m. IST on Wednesday, March 20, 2024, 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 Material Related Party Transaction(s) with Hinduja Realty Ventures Limited:

(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)	111	6691124	99.9931
Total votes in favour	111	6691124	99.9931

(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)	09	462	0.0069
Total votes against	09	462	0.0069

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-2: Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited:

(i) Voted **in favour of** the Resolution:

Mode	Number of Members	Number of votes cast in favour of the	% of total number of valid
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	voted	resolution	votes cast
Postal Ballot (Remote E-voting)	111	6691124	99.9931
Total votes in favour	111	6691124	99.9931

(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)	09	462	0.0069
Total votes against	09	462	0.0069

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-3: Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited:

(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)	110	6691120	99.9930
Total votes in favour	110	6691120	99.9930

(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)	10	467	0.0070
Total votes against	10	467	0.0070

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
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Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-4: Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited

(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)	110	6691120	99.9930
Total votes in favour	110	6691120	99.9930

(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)	10	467	0.0070
Total votes against	10	467	0.0070

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

The Resolution is passed with requisite majority.

Resolution No.-5: Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited.

(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)	110	6691120	99.9930
Total votes in favour	110	6691120	99.9930

(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)	10	467	0.0070
Total votes against	10	467	0.0070

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	1	247935
Total	1	247935

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 January 31, 2024 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
Date: 2024.03.22
12:15:53 +05'30'

Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225
UDIN: F005441E003619029
Place: Mumbai
Date: March 22, 2024

Countersigned by:

AMAR
CHINTOPANTH

Digitally signed by
AMAR CHINTOPANTH
Date: 2024.03.22
12:44:39 +05'30'

Amar Chintopanth
Authorised Director (DIN: 00048789)
NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL Limited)
Place: Mumbai
Date: March 22, 2024