

June 08, 2026

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 and Scrutinizer's Report on Postal Ballot - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is further to our intimation dated May 08, 2026, whereby Postal Ballot Notice ('Notice') was submitted towards seeking approval of the Members of NDL Ventures Limited ('the Company') on the following resolution:

S. No.	Type of Resolution	Descriptions of Resolution
1.	Special	To approve the re-appointment of Mr. Munesh Narinder Khanna (DIN: 00202521), as Non-Executive Independent Director of the Company, for second term of five (5) years.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with relevant applicable Rules (as amended), the Company conducted the process of Postal Ballot by remote e-voting process as set out in the Notice.

The remote e-voting commenced on Saturday, May 09, 2026 from 9:00 a.m. and concluded on Sunday, June 07, 2026 at 5:00 p.m. (IST). The Scrutinizer, Ms. Rupal Jhaveri, Practicing Company Secretary, has submitted her report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform you that the Members of the Company have duly passed the above Resolutions with requisite majority.

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

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

T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896



NDL Ventures Limited

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we are enclosing herewith the details of the voting results (Annexure A) and the Report of the Scrutinizer (Annexure B).

The voting results and the Report of the Scrutinizer are available on the website of the Company <http://ndlventures.in/investors/postal-ballot/> and on the website Company's RTA Kfin Technologies Limited at <https://evoting.kfintech.com>.

Please take the above on your records.

Thanking You,

Yours faithfully,
For NDL Ventures Limited

AMAR
CHINTOPANT
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AMAR CHINTOPANTH
Date: 2026.06.08
20:45:02 +05'30'

Amar Chintopanth
Whole Time Director & CFO
DIN:- 00048789

Encl : As stated above

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Annexure A

A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS

Company Name	NDL Ventures Limited
Date of Postal Ballot Notice	May 07, 2026
Cut-off Date	Friday, May 01, 2026
Voting Start Date & Time	Saturday, May 09, 2026 from 09.00 a.m.(IST)
Voting End Date & Time	Sunday, June 07, 2026 till 05.00 p.m. (IST)
Total number of shareholders on record date/cut-off date	10922
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

B. RESULTS OF THE POSTAL BALLOT

SR. No.	Descriptions of Resolution	Resolution Required	Mode of Voting	Remarks
1.	To approve the re-appointment of Mr. Munesh Narinder Khanna (DIN: 00202521), as Non-Executive Independent Director of the Company, for second term of five (5) years.	Special Resolution	E-Voting	Passed with requisite majority

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T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896



Company Name	NDL VENTURES LIMITED							
Date of the AGM/EGM	Through Postal Ballot							
Total number of shareholders on record date	10922							
No. of shareholders present in the meeting either in person or								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
No. of Shareholders attended the meeting through Video								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the re-appointment of Mr. Munesh Narinder Khanna (DIN: 00202521), as Non-Executive Independent Director of the Company, for second term of five (5) years							
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
Promoter and Promoter Group	E-Voting	22289334	18790922	84.3045	18790922	0.0000	100.0000	0.0000
	Poll	22289334	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	22289334	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
Public- Institutions	E-Voting	1841561	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Poll	1841561	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	1841561	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
Public- Non Institutions	E-Voting	9540726	3999430	41.9196	3999268	162	99.9959	0.0041
	Poll	9540726	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	9540726	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
Total		33671621	22790352	67.6842	22790190	162	99.9993	0.0007

**RUPAL
DHIREN
JHAVERI**

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DN: cn=IN, st=Maharashtra,
2.5.4.20=e5f77a48a54cc3a7c908f475968053dbb9
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postalCode=400007, street=FLAT NO801 8th
FLOOR HARIBHAVAN TEJAL ROAD NEAR NEW
ERA SCHOOL MUMBAI GRANT ROAD MUMBAI
MUMBAI,
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4c0ace42f0630e94cf990d024b26cc2fd7b,
o=Personal, cn=RUPAL DHIREN JHAVERI
Date: 2026.06.08 18:56:01 +05'30'

Report of Scrutinizer

To,

Mr. Amar Chintopanth,

Authorized Director

NDL VENTURES 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 (“Company”)** vide Resolution passed on May 07, 2026 by Board of Directors, 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, 09/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India latest being 03/2025 dated September 22, 2025 (“**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 special 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, May 01, 2026 (“**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 Bombay Stock Exchange Limited at www.bseindia.com. Members who held Equity Share(s) of the Company as on Friday, May 01, 2026, 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 May 08, 2026.
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 **Friday, May 08, 2026**. 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 Saturday, May 09, 2026, 9.00 am (IST) and ended on Sunday, June 07, 2026 5.00 pm (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 Sunday, June 07, 2026 (5:04 p.m. IST).
5. All votes casted up to 5:00 p.m. IST on Sunday, June 07, 2026, 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: To approve the re-appointment of Mr. Munesh Narinder Khanna (DIN: 00202521), as Non-Executive Independent Director of the Company, for second term of five (5) years.

(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)	93	2,27,90,190	99.9993
Total votes in favor	93	2,27,90,190	99.9993

(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)	5	162	0.0007
Total votes against	5	162	0.0007

(iii) Invalid votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	0	0
Total	0	0

(iv) Abstained votes:

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	2	309
Total	2	309

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 May 07, 2026 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**

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DN: c=IN, st=Maharashtra,
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postalCode=400007, street=FLAT NO3801 8th
FLOOR HARIBHAVAN TEJPAL ROAD NEAR
NEW ERA SCHOOL MUMBAI GRANT ROAD
MUMBAI MUMBAI
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o=Personal, cn=RUPAL DHIREN JHAVERI
Date: 2026.06.08 18:55:08 +05'30'

Rupal D. Jhaveri

Practicing Company Secretary

F.C.S No.: 5441

CP No.: 4225

UDIN: F005441H000597560

Place: Mumbai

Date: 08.06.2026

Countersigned by:

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Amar Chintopanth

Authorised Signatory

NDL VENTURES LIMITED

Place: Mumbai

Date: 08.06.2026

Company Name		NDL VENTURES LIMITED						
Date of the AGM/EGM		Through Postal Ballot						
Total number of shareholders on record date		10922						
No. of shareholders present in the meeting either in person or								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video								
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Resolution required: (Ordinary/ Special)		SPECIAL - To approve the re-appointment of Mr. Munesh Narinder Khanna (DIN: 00202521), as Non-Executive Independent Director of the Company, for second term of five (5) years						
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ERA SCHOOL MUMBAI GRANT ROAD MUMBAI
MUMBAI,
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Date: 2026.06.08 18:55:33 +05'30'