

NDL Ventures Limited

(Formerly known as NXTDIGITAL Limited)

Corporate Identity Number (CIN): L65100MH1985PLC036896

Registered Office: IN CENTRE, 49/50 MIDC, 12th Road, Andheri (E) Mumbai- 400093

Tel: (+91 22) 2820 8585; Website: : www.ndlventures.in

Email: investors@ndlventures.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Ninth (39th) Annual General Meeting of the Members of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("the Company") will be held on Friday, September 13, 2024 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and the Auditors thereon including notes annexed thereto.

2. Declaration of Dividend

To declare a dividend of Re. 1/- per equity share of the face value of ₹ 10/- per share (10%) for the financial year ended March 31, 2024.

3. Appointment of Director liable to retire by rotation

To appoint Director in place of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation, and being eligible, seeks re-appointment and in this regard, to consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation at this Annual General Meeting of the Company and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director who is liable to retire by rotation".

SPECIAL BUSINESS:

4. Appointment of Mr. Debabrata Sarkar (DIN: 02502618) as Independent Director

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

("the SEBI Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Debabrata Sarkar (DIN: 02502618), who was appointed as an Additional Director in the capacity of Independent Director with effect from August 08, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, he also consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years from August 8, 2024 to August 7, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable including to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the Company, to give effect to this Resolution."

5. Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations"), read with Section 188 of the Companies Act, 2013 ("the Act"), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company's Policy on Related Party

Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s) / arrangement(s)/ transaction(s) for sale of land situated at Bengaluru in the State of Karnataka, held as inventory in the books of accounts (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, with Hinduja Realty Ventures Limited ('HRVL'), forming part of the one of the Promoter Group of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and HRVL, for an aggregate value up to ₹ 250 Crores (Rupees Two Hundred Fifty Crores only), to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual General Meeting to be held in the financial year 2025-26 whichever is earlier, and such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

6. Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), read with Section 188 of the Companies Act, 2013 ("the Act"), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as mentioned in the explanatory statement, with Hinduja Global Solutions Limited ('HGSL'), an entity under common control with the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and HGSL, for an aggregate value up to ₹ 20 Crores (Rupees Twenty Crores only), to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual General Meeting to be held in the financial year 2025-26 whichever is earlier and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant

authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

7. Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), read with Section 188 of the Companies Act, 2013 (‘the Act’), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with IndusInd Media & Communications Limited (‘IMCL’), an entity under common control with the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing

Regulations, on such terms and conditions as may be agreed between the Company and IMCL, for an aggregate value up to ₹ 30 Crores (Rupees Thirty Crores only), to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual General Meeting to be held in the financial year 2025-26 whichever is earlier, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

8. Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, ('SEBI Listing Regulations'), read with Section 188 of the Companies Act, 2013 ("the Act"), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with IN Entertainment (India) Limited ('INEL'), an entity under common control with the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and INEL, for an aggregate value up to ₹ 20 Crores (Rupees Twenty Crores only), to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual General Meeting whichever is earlier in the financial year 2025-26, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or

Company Secretary or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

9. Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), read with Section 188 of the Companies Act, 2013 ("the Act"), the rules made thereunder (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with OneOTT Intertainment Limited ('ONEOTT'), an entity under common control with the Company and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and ONEOTT, for an aggregate value up to ₹ 30 Crores (Rupees Thirty Crores only), to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual General Meeting to be held in the financial year 2025-26 whichever is earlier, and such contract(s)/ arrangement(s)/ transaction(s) being carried out on arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms

and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors

Sd/-
Ashish Pandey
Company Secretary

Place: Mumbai
Date: August 08, 2024

Registered Office:
IN CENTRE, 49/50, MIDC, 12th Road
Andheri (East), Mumbai - 400 093
Tel: (+91 22) 28208585
Email Id : investors@ndlventures.in
Website : www.ndlventures.in

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as

“MCA Circulars”) has permitted the Company to hold the Annual General Meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as “SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI Listing Regulations and MCA Circulars, the 39th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Friday, September 13, 2024, at 3.00 p.m. (IST). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at IN CENTRE, 49/50 MIDC, 12th Road, Andheri (East), Mumbai-400093.

2. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business from Item No. 4 to Item No.9 of the accompanying Notice, is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the AGM are provided as an **Annexure I** to this Notice.
3. Pursuant to the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. Members are provided with the facility to cast their votes electronically instead of dispatching or delivering the Ballot Form. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
4. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if shareholders cast the vote again, then the same will not be counted.

5. The remote e-voting period commences on Monday, September 9, 2024 (at 9.00 a.m. IST) and ends on Thursday, September 12, 2024 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 6, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. The Member, whose name appear in the Register of Members/ Beneficial Owners as on Friday, September 6, 2024 , may cast their votes electronically through e-voting. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 6, 2024 .
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional / Corporate Shareholders (i.e. other than individual/HUF, NRI etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to rupal@csrdj.com with a copy marked to evoting@nsdl.com and investors@ndlventures.in.
8. In terms of MCA Circulars, this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available at this AGM and hence, the Proxy Form, Attendance Slip and route map of venues of AGM are not annexed to this Notice.
9. In compliance of section 101 and 136 of the Act, read together with the Rules made thereunder along with MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member requests for a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at <https://www.ndlventures.in/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 7, 2024 to Friday, September 13, 2024 (both dates inclusive).
11. The Company has fixed Friday, September 6, 2024 as the "Record Date" for determining entitlement of Members to Dividend for the financial year ended March 31, 2024, if approved at the AGM.
12. Dividend on equity shares for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved at this AGM, subject to the deduction of tax at source, will be paid on or before the stipulated time. In respect of equity shares held in physical form, to all those Members whose names are on the Company's Register of Members after giving effect to valid transfer in respect of transfer requests lodged with the Company on or before the close of business hours on Saturday, September 7, 2024.

In respect of equity shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), for this purpose, as of the close of business hours on Friday, September 6, 2024.
13. A) Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send Form ISR-1 alongwith requisite details like Bank account details, PAN, Aadhar etc. to our Registrar and Share Transfer Agent ("RTA") – KFin Technologies Limited ("KFin"), latest by Saturday, August 31, 2024.

B) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants ("DP"). Further, please note that instructions, if

any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com by 6:00 p.m. IST on Saturday, August 31, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

15. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by 6:00 p.m. IST on Saturday, August 31, 2024.
16. Members holding shares in demat form are hereby informed that the bank registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <http://>

ndlventures.in/investors/investors-assistance/ and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited ("KFIN") at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. For the details of the required forms and documents, please refer to the Frequently Asked Question (FAQ) provided on the link <https://ris.kfintech.com/faq.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. In the past, SEBI had mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at <http://ndlventures.in/investors/investors-assistance/>. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

Effective from April 01, 2024, physical security holders will not be eligible to receive dividend in physical mode. If the securities continue to remain frozen as on December 31, 2025, the RTA/ the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Please note that SEBI vide its circulars dated November 17, 2023 has amended the earlier issued circulars in relation to furnishing PAN, KYC details and Nomination, **the term 'freezing / frozen' has been deleted in respect of folios in which PAN / KYC/ Nomination details are not available.**

As per Section 72 of the Act, the facility for submitting nominations is available for members in respect of the shares held by them. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form by following the below process filling up and submitting the following forms to the RTA:

Details of nomination-Type of Form to be filled in

Declaration for opting out Form ISR-3 of Nomination by holders of physical securities

For nomination as provided in Form SH-13 Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014

Cancellation or variation of Form SH-14 nomination by the holder(s)

19. We urge members to support our commitment to environmental protection / Green Initiative by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2023-24 in electronic mode and for other communications by email. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder of shares	Process to be followed - For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: NDL Ventures Limited , Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032
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Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
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	Update of signature of securities holder/ Confirmation of Signature of securities holder by the Banker
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Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP
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20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFIN, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
22. Any query relating to financial statements for the financial year ended March 31, 2024 must be sent to the Company's registered email id at investors@ndlventures.in or at the Company's registered office at least seven days before the date of the AGM. The same will be replied by the Company suitably.
23. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialized form; and in case, shares are held in physical form to the Company's Registrar and Share Transfer Agent (RTA), KFin Technologies Limited ("KFIN"), Selenium Tower B, Plot Nos. 31 & 32 | Financial District, Nanakramguda | Serilingampally Mandal | Hyderabad -500032 | India P: 040-671621525. E-mail: premkumar.nair@kfintech.com or einward.ris@kfintech.com, Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services for payment of dividend.
24. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all shares in respect of which dividend has not been paid/ claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members who have so far not encashed their dividend for the financial

year, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 are requested to make their claims forthwith to RTA.

25. Pursuant to provisions of Sections 124 and 125 of the Act read with the IEPF Rules, dividends, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Details of unpaid / unclaimed dividend transferred to IEPF are as under:

Sr. No.	Unpaid/ Unclaimed dividend for financial year	Date of Transfer	Amount transferred to IEPF (₹)
1.	2005-2006	November 27, 2014	2,95,910
2.	2007-2008 (Interim)	June 10, 2015	2,34,930
3.	2008-2009	September 20, 2016	2,16,310
4.	2009-2010	September 14, 2017	1,78,520
5.	2010-2011	September 28, 2018	2,20,313
6.	2011-2012	October 01, 2019	3,25,785
7.	2012-2013	September 15, 2020	2,66,780
8.	2013-2014	November 10, 2021	3,57,240
9.	2014-2015	October 22, 2022	4,09,860
10.	2015-2016 (interim)	May 18, 2023	4,72,903

26. The Company will transfer the unpaid/ unclaimed dividend amounting to approximately ₹ 4,05,370/- (Rupees Four Lakhs Five Thousand Three Hundred and Seventy Only) to the IEPF for the financial year 2016-17 in the month of October 2024, pursuant to the provisions of Section 124 of the Act and also transfer approximately 1063 equity shares of 29 members to the IEPF Authority as per Section 124 of the Act, in the month of November 2024. The details of the same are uploaded on the website of the Company at <https://www.ndlventures.in/investors/unclaimed-dividend/>.
27. In the event of transfer of unclaimed dividend and shares to IEPF, members are entitled to claim

the same from the IEPF Authority by submitting an online application in the prescribed web form IEPF-5 available on www.iepf.gov.in.

28. The voting rights on the shares lying with the IEPF shall remain frozen until the rightful owner of such shares claims the shares.
29. The members can join the AGM in the VC/OAVM mode 30 minutes before or after the scheduled time for the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Statutory Auditors etc. who are allowed to attend the AGM without restriction.
30. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. All the documents referred to in the Notice and accompanying explanatory statement are available for inspection through electronic mode on the basis of the request being sent on investors@ndlventures.in up to last working day prior to the date of the AGM i.e. Thursday, September 12, 2024.
31. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
32. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.

33. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
34. The Board of Directors of the Company, at their meeting held on August 8, 2024, has appointed Ms. Rupal Jhaveri, Practicing Company Secretary (FCS No. 5441, CP No. 4225) address: 207, 2nd Floor, Regent Chambers, 208, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0123 Email: rupal@csrdj.com as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
35. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The results will be announced within two working days on or before September 17, 2024.
36. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ndlventures.in, on the website of NSDL at <https://www.evoting.nsdl.com> and website of RTA at www.kfintech.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
37. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@ndlventures.in. The same will be replied by the Company suitably either in advance or at the time of AGM.
- 38. SPEAKER SHAREHOLDER REGISTRATION:**
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/ Folio number, PAN, mobile number

at investors@ndlventures.in from Thursday, September 5, 2024 (9.00 a.m. IST) to Tuesday, September 10, 2024 (5.00.p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions question during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed.

39. Members who need assistance before or during the AGM, can contact Ms. Prajakta Pawale, Senior Manager, NSDL at evoting@nsdl.com contact no.: 022 - 4886 7000.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING (EVEN - 129949) ARE AS UNDER:

The remote e-voting period begins on Monday, September 9, 2024 at 09:00 a.m. and ends on Thursday, September 12, 2024 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on cut off date i.e. September 6, 2024, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 6, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on.: 022 - 4886 7000 and or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@ndlventures.in.
 2. In case, shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@ndlventures.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e.
 3. **Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.**
 4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupal@csrdj.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN (EVEN - 129949) of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@ndlventures.in . The same will be replied by the company suitably.

By order of the Board of Directors

**Sd/-
Ashish Pandey
Company Secretary**

Place: Mumbai
Date: August 08, 2024

Registered Office:
IN CENTRE, 49/50, MIDC, 12th Road
Andheri (East), Mumbai - 400 093
Tel: (+91 22) 28208585
Email Id: investors@ndlventures.in
Website: www.ndlventures.in

Annexure I to the Notice

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out material facts relating to the special business mentioned under Item No. 4 to Item No.9 of the accompanying Notice and should be taken as forming part of the Notice.

Item No. 4: Appointment of Mr. Debabrata Sarkar (DIN:02502618) as Independent Director

Mr. Anil Harish (DIN: 00001685) who has been on the Board of our Company for over a decade has taken a decision to resign from the Board of the Company vide his resignation letter dated July 8, 2024 due to his pre-occupation on the Boards of various other companies and his busy engagements in the charitable work he is carrying out with respect to different colleges and educational institutions supported by him and his family. During his tenure, he was Chairman of the Audit Committee and Nomination & Remuneration Committee and Member of the Risk Management Committee. The Board places on record its appreciation for all the valuable support and guidance provided by Mr. Anil Harish to the Board and the management during his tenure as the Independent Director of the Company.

In accordance with the Regulations 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board of Directors of the top 2000 listed entities shall comprise of not less than six directors. After resignation of Mr. Anil Harish, the Board of the Company had five directors, therefore, the Company was required to appoint one more director on the Board of the Company.

Accordingly, the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, at its meeting held on August 08, 2024, appointed Mr. Debabrata Sarkar (DIN:02502618) as an Additional Director in the capacity of Independent Director of the Company with effect from August 08, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Debabrata Sarkar shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as Independent Director for a total term of five years commencing from August 08, 2024 to August 07, 2029.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. Pursuant to Section 152 of the Companies Act, 2013 ('the Act'), Mr. Debabrata Sarkar has given his consent to act as a Director of the Company. The Company has received a declaration from Mr. Debabrata Sarkar to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Brief Profile

Mr. Debabrata Sarkar, a Master of Commerce and a holder of distinctive qualifications of FCA and CAIIB, is the former Chairman & Managing Director of Union Bank of India over the period from April 2012 till November 2013. Prior to that, Shri Sarkar was the Executive Director (Wholetime) of Allahabad Bank from 2009 to 2012. Having an illustrious professional career, during his earlier assignment with Bank of Baroda, Shri Sarkar gradually grew from the position of Manager (Credit) to the level of a General Manager.

His long career as a successful banker saw him handling various other significant responsibilities as the Director on the Board of Central Depository Securities Ltd, Mumbai; Director on the Board of Bank of Baroda (Botswana) Ltd.; Director on the Board of Bank of India; Director on the Board of All Bank Finance Ltd.; Chairman of the Banking Advisory Board, Welinger Institute of Management & Research, Mumbai; Non- Executive Chairman of Union KBC Ltd and Star Union Dai-Ichi Life Insurance Co. Ltd.; Member of Governing Board of the Institute of Banking Personnel Selection (IBPS), Mumbai and Empowered Committee on ECB, RBI; Independent External Monitor of NABARD and EXIM Bank, and many more.

A proud recipient of industry awards like the Financial Inclusion Award 2013-Person of the Year by Skotch Group and Excellence in Financial Communication Award for the year 2012 by Association of Business Communicators of India, Shri Sarkar holds the distinction of being appointed as the Independent Director on boards of various companies like Vistra-ITCL (India) Ltd. and Hinduja Leyland Finance Ltd etc.

He also serves as Independent Director of BOI Merchant Bankers Limited, Easy Home Finance Limited, Emami Limited, IDL Explosives Limited, Aditya Birla Sun Life Insurance Company Ltd, and GOCL Corporation Limited.

Further details of Mr. Debabrata Sarkar have been provided in **Annexure - II** of this Notice.

In the opinion of the Board, Mr. Debabrata Sarkar fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday and Sunday).

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Debabrata Sarkar as Independent Director. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, recommends the

resolution in relation to appointment of Mr. Debabrata Sarkar as Independent Director, for the approval by the Members of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Debabrata Sarkar as Independent Director is now being placed before the Members for their approval. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except Mr. Debabrata Sarkar, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at item No. 4 of this Notice.

Item No.: 5– Approval of Material Related Party Transaction(s) with Hinduja Realty Ventures Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm’s length basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (“Materiality Threshold”).

In the financial year 2024-25, the Company proposes to enter into a related party transaction with Hinduja Realty Ventures Limited (“HRVL”), forming part of Promoter Group of the Company, on mutually agreed terms and conditions, on arm’s length basis and in the ordinary course of business, and the aggregate of such transaction(s), together with the transactions already entered into are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with HRVL. The approval of Shareholders was taken through the process of postal ballot on March 20, 2024, in respect of material related party transactions to be entered during the period from April 1, 2024 to September 30, 2024 or till the date of the Annual General Meeting to be held in the financial year 2024-25 whichever is earlier.

Since, the said validity of the shareholder’s approval on the material related party transaction is expiring on the date of this ensuing Annual General Meeting,

approval of the shareholders is needed for further period commencing from September 14, 2024.

The management has provided the Audit Committee with the relevant details, as required under the laws, of the proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with HRVL for an aggregate value up to ₹ 250 Crores during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier. The Committee has noted that the said transaction(s) will be on arms’ length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 5 of the accompanying Notice to the shareholders for approval. The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in “Annexure III”

Background, details and benefits of the transaction(s):

A land parcel of approximately 47 acres situated at Bengaluru, in the State of Karnataka, is owned by the Company and is classified as ‘inventory’ in its books of account, as part of its “Real Estate” business segment. The Company has been contemplating disposal of this land parcel and is in talks with various parties for the same. The land is subject to legal disputes which the Company is in the process of resolving. In the process of the sale of this land parcel, one of the parties, which may be interested in purchase of this land parcel with or without continuing legal disputes, could be Hinduja Realty Ventures Limited. This transaction of sale of land might take place during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier, with Hinduja Realty Ventures Limited, one of the related parties of the Company at arm’s length basis and in the ordinary course of business. The sale of such land parcel will help the Company in encashing its investment in land, as the Company now proposes to re-position itself on financial services.

Item No.: 6– Approval of Material Related Party Transaction(s) with Hinduja Global Solutions Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm’s length

basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Materiality Threshold").

In the financial year 2024-25, the Company proposes to enter into certain related party transaction with Hinduja Global Solutions Limited Company ("HGSL"), an entity under common control with the Company, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business, and the aggregate of such transaction(s), together with the transactions already entered into are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with HGSL. The approval of Shareholders has already been taken through the process of postal ballot on March 20, 2024, in respect of material related party transactions entered during the period from April 1, 2024 to September 30, 2024 or till the date of the Annual General Meeting to be held in the financial year 2024-25 whichever is earlier.

Since, the said validity of the shareholder's approval on the material related party transaction is expiring on the date of this ensuing Annual General Meeting, approval of the shareholders is needed for further period commencing from September 14, 2024.

The management has provided the Audit Committee with the relevant details, as required under the laws, of the proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with HGSL for an aggregate value up to ₹ 20 Crores to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier. The Committee has noted that the said transaction(s) will be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 6 of the accompanying Notice to the shareholders for approval. The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in "**Annexure III**".

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with Hinduja Global Solutions Limited during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier, such as receipt of services, rent and maintenance charges etc. These transactions will be on arm's length basis and in the ordinary course of business. During the previous financial year 2023-24, the Company had entered into various transactions with HGSL, such as rendering/ receipt of services, rent and maintenance charges payable, etc., for which shareholders' approval was taken.

Item No.: 7- Approval of Material Related Party Transaction(s) with IndusInd Media & Communications Limited

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm's length basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Materiality Threshold").

In the financial year 2024-25, the Company proposes to enter into certain related party transaction with IndusInd Media & Communications Limited ("IMCL"), an entity under common control with the Company, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business, and the aggregate of such transaction(s), together with the transactions already entered into are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) /contract(s) / arrangement(s) / agreement(s) to be entered by the Company with IMCL. The approval of Shareholders has already been taken through the process of postal ballot on March 20, 2024, in respect of material related party transactions entered during the period from April 1, 2024 to September 30, 2024 or till the date of the Annual General Meeting to be held in the financial year 2024-25 whichever is earlier.

Since, the said validity of the shareholder's approval on the material related party transaction is expiring

on the date of this ensuing Annual General Meeting, approval of the shareholders is needed for further period commencing from September 14, 2024.

The management has provided the Audit Committee with the relevant details, as required under the laws, of the proposed Related Party Transaction(s), including material terms and basis of pricing. The Audit Committee, after reviewing all the necessary information, has granted approval for entering into Related Party Transaction(s) with IMCL for an aggregate value up to ₹ 30 Crores to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier. The Committee has noted that the said transaction(s) will be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 7 of the accompanying Notice to the shareholders for approval. The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in "Annexure III."

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with IndusInd Media & Communications Limited during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier, such as receipt of services, rent and maintenance charges etc. These transactions will be on arm's length basis and in the ordinary course of business. During the previous financial year 2023-24, the Company had entered into various transactions with IMCL such as rendering/ receipt of services, rent and maintenance charges payable, etc., for which shareholders' approval was taken.

Item No.: 8– Approval of Material Related Party Transaction(s) with IN Entertainment (India) Limited.

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm's length basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by

the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Materiality Threshold").

In the financial year 2024-25, the Company proposes to enter into certain related party transaction with IN Entertainment (India) Limited ("INEL"), an entity under common control with the Company, as mentioned below, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business, and the aggregate of such transaction(s), together with the transactions already entered into are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) / contract(s) / arrangement(s) / agreement(s) to be entered by the Company with INEL. The approval of Shareholders has already been taken through the process of postal ballot on March 20, 2024, in respect of material related party transactions entered during the period from April 1, 2024 to September 30, 2024 or till the date of the Annual General Meeting to be held in the financial year 2024-25 whichever is earlier.

Since, the said validity of the shareholder's approval on the material related party transaction is expiring on the date of this ensuing Annual General Meeting, approval of the shareholders is needed for further period commencing from September 14, 2024.

The management has provided the Audit Committee with the relevant details, as required under the laws, of the proposed Related Party Transaction(s). The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transaction(s) with INEL for an aggregate value up to ₹ 20 crores to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier. The Committee has noted that the said transaction(s) will be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval. The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in "Annexure III".

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with IN Entertainment (India) Limited during the period from September 14, 2024 to September 13,

2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier such as receipt of services, rent and maintenance charges etc. These transactions will be on arm's length basis and in the ordinary course of business. During the previous financial year 2023-24, the Company had entered into various transactions with INEL such as rendering / receipt of services, rent and maintenance charges payable, etc., for which shareholders' approval was taken.

Item No.: 9– Approval of Material Related Party Transaction(s) with OneOTT Intertainment Limited.

As per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions, require the prior approval of shareholders through an Ordinary Resolution, even though, they are on arm's length basis and in the ordinary course of business. With effect from April 1, 2022, as per Regulation 23 of SEBI Listing Regulations, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Materiality Threshold").

In the financial year 2024-25, the Company proposes to enter into certain related party transaction with ONEOTT Intertainment Limited ("ONEOTT"), an entity under common control with the Company, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business, and the aggregate of such transaction(s), together with the transactions already entered into, are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s) / contract(s) / arrangement(s) / agreement(s) to be entered by the Company with ONEOTT. The approval of Shareholders has already been taken through the process of postal ballot on March 20, 2024, in respect of material related party transactions entered during the period from April 1, 2024 to September 30, 2024 or till the date of the Annual General Meeting to be held in the financial year 2024-25 whichever is earlier.

Since, the said validity of the shareholder's approval on the material related party transaction is expiring on the date of this ensuing Annual General Meeting, approval of the shareholders is needed for further period commencing from September 14, 2024.

The management has provided the Audit Committee with the relevant details, as required under the laws, of the proposed Related Party Transaction(s). The Audit Committee, after reviewing all the necessary information, has granted approval for entering into Related Party Transaction(s) with ONEOTT for an aggregate value up to ₹ 30 crores to be entered during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier. The Committee has noted that the said transaction(s) will be on arm's length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of the review and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution contained in Item No. 9 of the accompanying Notice to the shareholders for approval. The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are set forth in "Annexure III".

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with ONEOTT Intertainment Limited during the period from September 14, 2024 to September 13, 2025 or till the date of the Annual General Meeting to be held in the financial year 2025-26 whichever is earlier such as receipt of services, rent and maintenance charges etc. These transactions will be on arm's length basis and in the ordinary course of business. During the previous financial year 2023-24, the Company had entered into various transactions with ONEOTT such as rendering/ receipt of services, rent and maintenance charges payable, etc., for which shareholders' approval was taken.

By order of the Board of Directors

**Sd/-
Ashish Pandey
Company Secretary**

Place: Mumbai
Date: August 08, 2024

Registered Office:
IN CENTRE, 49/50, MIDC, 12th Road
Andheri (East), Mumbai - 400 093
Tel: (+91 22) 28208585
Email Id : investors@ndlventures.in
Website : www.ndlventures.in

Annexure II to the Notice

Details of Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

a) Appointment of Mr. Sudhanshu Kumar Tripathi, who is liable to retire by rotation

Name	Mr. Sudhanshu Kumar Tripathi
Date of Birth/Age	June 07, 1959 (65 Years)
Director Identification Number	06431686
Nature of appointment	Non- Executive (Non -Independent) Director
Qualification	B.E., M.B.A
Experience and expertise in specific functional Area	Mr. Sudhanshu Tripathi is a member of Hinduja Group's apex Global Leadership. Apart from collective leadership responsibilities, he oversees: i) Board Governance, effectiveness and assessment process ii) Group Human Capital Strategy & Execution iii) Group leadership lifecycle. He is Director on Board of GOCL Corporation Ltd., Hinduja Global Solutions Ltd., Hinduja Leyland Finance Ltd. and IDL Explosives Ltd. He is a seasoned HR professional with over 38 years of work experience; 23 of them at leadership level. He has had direct exposure of Telecom, IT, Engineering, Metal, Power, Financial Sources, Media and other diversified domains and brings a strong business perspective to his work. He has worked as a shop floor Engineer, IT Specialist, Management Development Professional before choosing HR as career. He specializes in very large and diversified multi location conglomerates.
Terms and conditions of appointment	<p>Retire by Rotation: Liable to Retire by Rotation.</p> <p>Duties: To adhere as provided under Section 166 of the Act.</p> <p>Code of Conduct: Abide by the Code of Conduct devised by the Company.</p>
Date of first appointment on the Board	August 4, 2015
Relationship with Directors and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Attendance at the Board Meetings during the financial year 2023-24	Attended all the Board Meetings (04) held in the financial year 2023-24.
Listed entities from which he has resigned in the past 3 (three) years	Nil
Board Membership of Listed Companies as on March 31, 2024	GOCL Corporation Limited Hinduja Global Solutions Limited
List of other Public Limited Companies (in India) in which Directorships are held as on date	IDL Explosives Limited Hinduja Leyland Finance Limited
Chairmanship/Membership of the Committees of board in other Companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	<ol style="list-style-type: none"> 1. Stakeholder Relationship & Share Transfer Committee of GOCL as Chairman. 2. Audit Committee of Hinduja Global Solutions Limited as a Member. 3. Stakeholder Relationship Committee of Hinduja Leyland Finance Limited as Chairman.
Shareholding in NDL Ventures Limited	NIL
Shareholding as a beneficial owner	NIL

b) Appointment of Mr. Debabrata Sarkar (DIN: 02502618), as Independent Director

Name	Mr. Debabrata Sarkar
Date of Birth/Age	November 03, 2024 (70 Years)
Director Identification Number	02502618
Nature of appointment	Appointment as Independent Director
Qualification	M. Com., FCA and CAIIB.
Experience and expertise in specific functional Area	<p>Mr. Debabrata Sarkar, a Master of Commerce and a holder of distinctive qualifications of FCA and CAIIB, is the former Chairman & Managing Director of Union Bank of India over the period from April 2012 till November 2013. Prior to that, Shri Sarkar was the Executive Director (Wholetime) of Allahabad Bank from 2009 to 2012. Having an illustrious professional career, during his earlier assignment with Bank of Baroda, Shri Sarkar gradually grew from the position of Manager (Credit) to the level of a General Manager. His long career as a successful banker saw him handling various other significant responsibilities as the Director on the Board of Central Depository Securities Ltd, Mumbai, Director on the Board of Bank of Baroda (Botswana) Ltd, Director on the Board of Bank of India, Director on the Board of All Bank Finance Ltd. , Chairman of the Banking Advisory Board, Welingker Institute of Management & Research, Mumbai; Non- Executive Chairman of Union KBC Ltd and Star Union Dai-Ichi Life Insurance Co. Ltd.; Member of Governing Board of the Institute of Banking Personnel Selection (IBPS), Mumbai and Empowered Committee on ECB, RBI; Independent External Monitor of NABARD and EXIM Bank, and many more.</p> <p>A proud recipient of industry awards like the Financial Inclusion Award 2013-Person of the Year by Skotch Group and Excellence in Financial Communication Award for the year 2012 by Association of Business Communicators of India, Shri Sarkar holds the distinction of being appointed as the Independent Director on boards of various companies like Vistra- ITCL (India) Ltd. and Hinduja Leyland Finance Ltd etc. He also serves as Independent Director of BOI Merchant Bankers Limited, Easy Home Finance Limited, Emami Limited, IDL Explosives Limited, Aditya Birla Sun Life Insurance Company Ltd, and GOCL Corporation Limited.</p>
Terms and conditions of appointment	<p>Retire by Rotation: Not Liable to Retire by Rotation.</p> <p>Duties: To adhere as provided under Section 166 and Schedule IV of the Act.</p> <p>Code of Conduct: Abide by the Code of Conduct devised by the Company.</p>
Date of appointment on the Board	August 08, 2024
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
Attendance at the Board Meetings during the financial year 2023-24	Not Applicable
Listed entities from which he has resigned in the past 3 (three) years	Nil
Board Membership of other Listed Companies as on March 31, 2024	<ol style="list-style-type: none"> GOCL Corporation Limited. Emami Limited.

List of other Public Limited Companies(in India) in which Directorships are held as on March 31, 2024	<ol style="list-style-type: none"> 1. IDL Explosives Limited 2. Hinduja Leyland Finance Limited. 3. Vistra ITCL (India) Limited . 4. Easy Home Finance Limited 5. Aditya Birla Sun Life Insurance Company Limited. 6. Sanathan Textiles Limited
Chairmanship / Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	<p>Member of Audit Committee of the following Companies:</p> <ol style="list-style-type: none"> 1. GOCL Corporation Limited 2. Emami Limited 3. Aditya Birla Sun Life Insurance Company Limited 4. Hinduja Leyland Finance Limited 5.Vistra ITCL (India) Limited <p>Chairman of Audit Committee of the following Companies:</p> <ol style="list-style-type: none"> 1.Sanathan Textiles Limited 2. IDL Explosives Limited
Shareholding in NDL Ventures Limited	NIL
Shareholding as a beneficial owner	NIL
Skills and capabilities required for the role and the manner in which Mr. Debabrata Sarkar meets such requirements:	Please refer explanatory statement for item No. 4 of this notice.

Annexure – III to the Notice

Details of Material Related Party Transactions to be entered with related parties of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) in terms of the SEBI Circular dated November 22, 2021.

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Intertainment Limited
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Hinduja Realty Ventures Limited, forms part of Promoter Group of the Company where Hinduja Realty Ventures Limited holds 7.39% of paid-up equity share capital.	Hinduja Global Solutions Limited is an entity under common control with the Company.	IndusInd Media & Communications Limited is an entity under common control with the Company.	In Entertainment (India) Limited is an entity under common control with the Company.	One OTT Intertainment Limited is an entity under common control with the Company.
2	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	None	Ms. Bhumika Batra, Mr. Anil Harish (till July 8, 2024), Mr. Sudhanshu Tripathi and Mr. Munesh Khanna are common Directors in both the Companies.	Mr. Munesh Khanna is common Director in both the Companies.	None	Mr. Munesh Khanna is common Director in both the Companies.
3	Type, material terms and particulars of the proposed transactions;	The transaction involves likely sale of Land situated at Bengaluru during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier aggregating up to ₹ 250 crores.	The transaction involves rendering of services, receipt of services and other transactions during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier aggregating up to ₹ 20 crores.	The transaction involves giving Rent and Maintenance charges for using the Company's property and rendering of services, receipt of services and other transactions during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier aggregating up to ₹ 30 crores.	The transaction involves purchase of goods and rendering of services, receipt of services and other transactions during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier aggregating up to ₹ 20 crores.	The transaction involves rendering of services, receipt of services and other transactions during the period from September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier aggregating up to ₹ 30 crores.
4	Tenure of the proposed transaction (particular tenure shall be specified)	From September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier.	From September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier.	From September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier.	From September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier.	From September 14, 2024 to September 13, 2025 or till the date of next Annual general meeting to be held in the financial year 2025-26 whichever is earlier.

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Intertainment Limited
5	Value of the proposed transaction;	₹ 250 crores	₹ 20 crores	₹ 30 crores	₹ 20 crores	₹ 30 crores
6	The percentage of the listed entity's annual consolidated turnover, for the financial year 2022-23, that is represented by the value of the proposed transaction;	More than 10%	More than 10%	More than 10%	More than 10%	More than 10%
7.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;			Not Applicable		
8	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments a) nature of indebtedness b) cost of funds c) tenure nature of indebtedness cost of funds tenure;			Not Applicable		
9	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security			Not Applicable		
10	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.			Not Applicable		
11	Justification as to why the RPT is in the interest of the listed entity;	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 5.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 6.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 7.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 8.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 9.
12	A copy of the valuation or other external party report, if any such report has been relied upon			Not Applicable		

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Intertainment Limited
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders			Not Applicable		
14	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Information at a glance:

Particulars	Details
Day, Date and Time of AGM	Friday, September 13, 2024 at 03:00 p.m. (IST)
Mode	Video Conferencing and Other Audio-Visual Means
Final dividend record date	Friday, September 6, 2024
Final dividend payment date	on or before October 17, 2024
EVEN	129949
Cut-off date for e-voting	Friday, September 6, 2024
E-voting start time and date	9:00 a.m. IST, Monday, September 9, 2024
E-voting end time and date	5:00 p.m. IST, Thursday, September 12, 2024
E-voting website of NSDL	https://www.evoting.nsdl.com
Name, address, and contact details for investors assistance	<p>Contact name and address: Mr. Ashish Pandey Company Secretary NDL Ventures Limited Registered Office: IN CENTRE, 49/50 MIDC, 12th Road Andheri (East), Mumbai-400093 Contact number: 022 28208585 Email Id: investors@ndlventures.in Website: www.ndlventures.in</p>
Name, address and contact details of e-voting service provider	<p>Contact name and address: Ms. Prajakta Pawale Senior Manager National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Contact details: Contact number: 022 - 4886 7000 Email ID: AbhijeetG@nsdl.com; pallavid@nsdl.com; evoting@nsdl.com</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Contact name and address: Mr. Premkumar Nair KFin Technologies Limited, Unit: NDL Ventures Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 Contact details: Contact number: 1800-309-4001 Email ID: einward.ris@kfintech.com</p>