

NDL Ventures Limited

March 26, 2025

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: 500189
Through: BSE Listing Centre

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: NDLVENTURE
Through: NEAPS

Dear Sir /Madam,

Sub: Submission of Postal Ballot Notice dated March 12, 2025 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Postal Ballot Notice for seeking approval of the Members of the Company through Postal Ballot by way of e-voting on the resolution as set out in the said Notice.

The Postal Ballot Notice is being sent electronically to the Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent (RTA)/ Depositories/ Depositories Participants as on the cut-off date i.e., **Friday, March 21, 2025**.

The Company has engaged KFin Technologies Limited, ("KFintech") as its agency for providing e-voting facility to the Members of the Company. Details of e-voting are as under:

e-voting starts on	e-voting ends on
Saturday, March 29, 2025 9.00 am (IST)	Sunday, April 27, 2025 5.00 pm (IST)

The Postal Ballot Notice along with instructions regarding e-voting has also been uploaded on website of the Company at <http://ndlventures.in/investors/postal-ballot/> and on the website of KFintech at <https://evoting.kfintech.com/>.

Kindly take the above on record.

Thanking You.
Yours faithfully,
For NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL Limited)

SUMATI Digitally signed
by SUMATI
SHARMA
SHARMA Date: 2025.03.26
17:11:58 +05'30'
Sumati Sharma
Company Secretary & Compliance Officer
M.No. - A51019

Encl: As stated above

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

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

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



NDL VENTURES LIMITED

(Formerly Known as NXTDIGITAL LIMITED)

CIN: L65100MH1985PLC036896

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

Phone: (022) 2820 8585 / +91 96196 30904

Website: <http://ndlventures.in> Email: investors@ndlventures.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (**"SEBI Listing Regulations"**), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings (**"SS-2"**) and the relaxations and clarifications issued by Ministry of Corporate Affairs vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**) for holding general meetings/conducting postal ballot process through e-voting, SEBI Circulars and other applicable laws and regulations, if any, to transact special business as set out hereunder by passing the special resolution through Postal Ballot.

The proposed resolution and explanatory statement pertaining to the respective resolutions, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, are appended herewith for your consideration.

In terms of the requirements specified in the MCA Circulars and SEBI Circular dated October 7, 2023, NDL Ventures Limited (the Company) is sending this Notice in electronic

form only to those Members whose e-mail addresses are registered with the Company/ Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular dated December 9, 2020, July 11, 2023 and October 7, 2023 and the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the Company is pleased to provide "e-voting" facility to its members to enable them to cast their votes electronically. The Company has engaged the services of its Registrar and Share Transfer Agent ("RTA") i.e. KFin Technologies Limited ("KFinTech") to provide the e-voting facility to its Members. The instructions for e-voting are appended to this Notice.

Details of e-voting is as under:

e-voting starts on	e-voting ends on
Saturday, March 29, 2025 from 9:00 a.m. (IST)	Sunday, April 27, 2025 till 5:00 p.m. (IST)

The e-voting module shall be disabled by KFin for voting thereafter.

SPECIAL BUSINESS:

Item No.:1- To approve the appointment of Ms. Vandana Jaisingh (DIN: 06674779), as Non- Executive Independent Director on the Board of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable

regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable law(s), regulation(s), the applicable provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Vandana Jaisingh (DIN: 06674779) who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) on the Board of the Company with effect from February 18, 2025 pursuant to the provisions of Section 161 of the Act, being so eligible, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, for a term of 2 (two) consecutive years commencing from February 18, 2025 until February 17, 2027 (both days inclusive) not liable to retire by rotation, on the terms provided in the Explanatory Statement.

RESOLVED FURTHER THAT Ms. Vandana Jaisingh, Non-Executive Director will be eligible to be paid remuneration in the form of sitting fees only for attending each meeting of the Board of Directors and Committee thereof and reimbursement of travelling and out of pocket expenses incurred in relation to attending the meetings.

RESOLVED FURTHER THAT any of the Directors and /or Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and other regulatory authorities and to file required documents and information to the Stock Exchanges, as may be applicable, to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**By Order of the Board of Directors
For NDV VENTURES LIMITED
(Formerly Known as NXTDIGITAL Limited)**

Sd/-

Sumati Sharma

Company Secretary and Compliance Officer
Membership Number- A51019

Place: Mumbai

Date: March 12, 2025

Notes:

1. An explanatory statement pursuant to Section 102(1) of the Act setting out all material facts and reasons for the aforesaid special business is annexed hereto as **Annexure -1**.
2. The Postal Ballot Notice along with the instructions regarding e-voting and Explanatory Statement are being sent by email only to all those Members, whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (RTA) or with the Depository(ies)/ Depository Participants and whose names appear in the register of members/list of beneficial owners as on the **cut-off date i.e., Friday, March 21, 2025**. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date Any person who is not a Member as on the cut-off should treat this Notice for information purposes only.
3. In compliance with the MCA Circulars, provisions of Sections 108 and 110 of the Act read with the Rules, SS-2 and Regulation 44 of the SEBI (Listing) Regulations, as amended, read with SEBI Circulars dated December 9, 2020 and October 7, 2023, the Company is providing facility to the Members to exercise votes through e- voting for which the Company has engaged the services of KFin to enable them to cast their votes electronically., Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e- voting only i.e., casting of votes electronically.

The period of e-voting shall commence on Saturday, March 29, 2025 at 9.00 a.m. (IST) and end on Sunday, April 27, 2025 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter.
4. During the voting period, Members can login to KFin’s e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
5. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
6. The Postal Ballot Notice along with Explanatory Statement will be available on the website of the company at <https://www.ndlventures.in/investors/postal-ballot> on the website of the e-voting service provider agency i.e. KFin at <https://evoting.kfintech.com> and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited

- (www.bseindia.com) and the same can be downloaded from there. All the Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
7. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email IDs to our RTA at evoting@kfintech.com or for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
8. All the material documents referred to in the Explanatory Statement shall be available for inspection for Members only through electronic mode from the date of dispatch of Notice till the last date for receipt of votes by e-voting i.e upto April 27, 2025. Members may send their requests to investors@ndlventures.in or einward.is@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
9. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at <https://www.ndlventures.in/investors/investors-assistance/> and on the website of KFin at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. In case of queries, Members are requested to write at einward.ris@kfintech.com or call at the toll-free number: 1-800-309-4001.
10. 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 <https://www.ndlventures.in/investors/investors-assistance> and on the website of the Company's Registrar and Transfer Agents, at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin for assistance in this regard.
12. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, March 16, 2023 and November 17, 2023, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <http://ndlventures.in/investors/investors-assistance>. Members are requested to submit the said details to their DP, in case, the shares are held by them in dematerialized form and to KFin, in case, the shares are held in physical form.
- SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated November 03, 2021, March 16, 2023, and November 17, 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. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).
- Based on representations received from the Registrars' Association of India, feedback from investors, and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, it has been decided to do away with the related provisions. Accordingly, para 19.2 of the Master Circular for

- Registrars to an Issue and Share Transfer Agents dated May 17, 2023 has been amended as follows:
- a) Reference to the term 'freezing/ frozen' has been deleted
 - b) Referral of folios by the RTA/listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, has been done away with.
13. The Board of Directors of the Company, through circular resolution on Wednesday, March 12, 2025, 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 Postal Ballot process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
 14. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or any Director of the Company or any person authorized by him. The results of the Postal Ballot will be announced not later than 2 working days after the conclusion of the e-voting period, i.e., on or before Tuesday, April 29, 2025 and will be displayed on Company's website at <https://www.ndlventures.in/> and the website of KFin at <https://evoting.kfintech.com/>. The results will also be communicated to the stock exchanges within two working days from the last date of voting i.e., on or before Tuesday, April 29, 2025. and the outcome will be made available at the registered office of the Company.
 15. SEBI, vide Circular dated December 9, 2020 and July 11, 2023, decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants, in order to increase the efficiency of the voting process.
 16. If the proposed resolution is assented by requisite majority, the resolution mentioned in this Notice shall be deemed to have been duly passed on the last date of e-voting i.e. Sunday, April 27, 2025 in terms of SS-2 issued by the Institute of Company Secretaries of India.
 17. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under "INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING" in this Notice. Members are requested to read the same carefully.
 18. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. Premkumar Nair, Manager at KFIN Technologies Limited, Unit: NDL VENTURES LIMITED, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-00032, e-mail: einward.ris@kfintech.com, Contact No.: 040-671621525 & Toll-free No. 1800 309 4001. Grievances can also be addressed to Ms. Sumati Sharma, Company Secretary, NDL Ventures Limited, IN CENTRE, 49/50, MIDC, 12th Road, Andheri, (East), Mumbai-400093. Phone No.: +91 96196 30904, e-mail: investors@ndlventures.in.
 19. The details of the process and manner for remote e-voting are explained hereinbelow:

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING (EVEN:8735) ARE AS UNDER:

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech's e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for e-voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none">■ Visit URL: https://eservices.nsdl.com■ Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.■ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”.■ Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none">■ To register click on link: https://eservices.nsdl.com■ Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp■ Proceed with completion of required fields.■ Follow steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of NSDL</p> <ul style="list-style-type: none">■ Open URL: https://www.evoting.nsdl.com/■ 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen.■ Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFintech.■ On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the e-voting period.

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> ■ Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com ■ Click on New System Myeasi ■ Login with your registered user id and password. ■ The user will see the e-voting Menu. The Menu will have links of Event Service Provider ('ESP') i.e. KFintech e-voting portal. ■ Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ■ Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration ■ Proceed with completing the required fields. ■ Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> ■ Visit URL: www.cdslindia.com ■ Provide your Demat Account Number and PAN. ■ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ■ After successful authentication, user will be provided links for the respective ESP, i.e. KFin Technologies where the e- voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> ■ You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility ■ Once logged-in, you will be able to see e-voting option. Once you 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 options available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password options available on respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 - 23058542-43

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the below process:

- a. Launch internet browser by typing the URL:
<https://evoting.kfintech.com/>
- b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No/ DP ID / Client ID will be your user ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, wherein you are required to change your password mandatorily. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail etc., on the first login. You may also enter a secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT, i.e., “NDL Ventures Limited” and click on “Submit”.
- g. On the voting page, enter the number of shares as on the cut-off date, i.e., Friday, March 21, 2025, under FOR/AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios / demat account shall undertake the voting process separately for each folio / demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click “OK” to confirm; else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Corporate/Institutional Shareholders (Corporate/ FIs/FILs/Trust/Mutual Funds/Banks etc.) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at rupal@csrdj.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “NDL Ventures Limited - Postal Ballot”.
- k. Once the shareholder casts a vote on the resolution, he/she shall not be allowed to change it subsequently.
- l. The Portal will be open for e-Voting from 9.00 a.m. (IST) on Saturday, March 29, 2025 and ends at 5.00 p.m. (IST) on Sunday, April 27, 2025.
- m. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
- n. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, March 21, 2025.
- o. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

Other instructions:

- i. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. Premkumar Nair, Manager at KFin Technologies Limited, Unit: NXTDIGITAL LIMITED, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-00032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s)
- v. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the scrutinizer's report of the votes cast in favour or against, if any, forward to the Chairperson or any Director of the Company.

EXPLANATORY STATEMENT TO THE RESOLUTIONS

STATEMENT ANNEXED TO THE NOTICE SETTING OUT MATERIAL FACTS CONCERNING SPECIAL BUSINESS PROPOSED TO BE TRANSACTED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

Item No.: 1 – Approval of the appointment of Ms. Vandana Jaisingh (DIN: 06674779), as an Non- Executive Independent Director on the Board of the Company

The Board based on the recommendation of the Nomination and Remuneration Committee has appointed Ms. Vandana Jaisingh (DIN: 06674779) as an Additional Director (Non-Executive Independent) on the Board of the Company with effect from February 18, 2025. Ms. Vandana Jaisingh being an Additional Director as per the provisions of Section 161 of the Companies Act, 2013 (“the Act”) holds office up to the date of the ensuing General Meeting and is eligible to be appointed as a Director of the Company. She is not disqualified for being appointed as a Director under Section 164 of the Act and has given her consent to act as a Director.

The brief profile of Ms. Vandana Jaisingh is hereunder:

Ms. Vandana Jaisingh is an advocate by profession. She is a qualified legal professional with a B.A. and L.L.B. degree from India and over 40 years of experience practicing in various High Courts across the country and the Hon’ble Supreme Court of India. Throughout her career, she has handled a diverse range of cases, including company law matters, debt recovery, telecom disputes, property litigation, cheque bouncing cases, charity trust issues, and other civil disputes. Her extensive legal expertise has allowed her to successfully represent clients in complex matters, providing strategic counsel and ensuring effective resolution of disputes.

She brings her deep understanding of corporate law, regulatory compliance, and legal governance to the organization. Her experience in handling intricate legal matters equips her to contribute effectively to the company’s legal and corporate affairs. She is committed to upholding the highest standards of integrity and professionalism, ensuring that the company operates within the legal framework while mitigating risks and fostering growth.

She holds position of Independent Director in Companies viz., Hinduja Realty Ventures Limited, Hinduja Finance Limited, Indusind Media And Communication Limited and Universal Health and Pharma Private Limited

Details of Director seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings

Name	Ms. Vandana Jaisingh
Age / Date of Birth	March 21, 1952 (73 Years)
Date of Appointment	February 18, 2025
Director Identification Number	06674779
Nature of appointment/ re-appointment	Non-Executive Independent Director
Qualification	Advocate
Experience and expertise in specific functional Area	She is a qualified legal professional with a B.A. and L.L.B. degree from India and over 40 years of experience practicing in various High Courts across the country and the Hon'ble Supreme Court of India.
Terms and conditions of appointment/ re-appointment	She shall not be liable to retire by rotation.
Remuneration sought to be paid	Ms. Vandana Jaisingh, Non-Executive Independent Director will be liable to be paid remuneration in the form of sitting fees only for attending each meeting of the Board of Directors and Committee thereof and reimbursement of travelling and out of pocket expenses incurred in relation to attending the meetings
Remuneration last drawn	Sitting Fees for attending one Board Meeting – Rs. 1 lakh.
Date of appointment on the Board	February 18, 2025
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 2024-25	Board meeting held on February 18, 2025.
Listed entities from which he has resigned in the past 3 (three) years	NIL
List of other Public Limited Companies (in India) in which Directorships are held as on date	Hinduja Realty Ventures Limited, Hinduja Finance Limited, Indusind Media And Communication Limited

Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	Hinduja Realty Ventures Limited - Member of Audit Committee Hinduja Finance Limited- Member of Audit Committee Indusind Media And Communication Limited - Member of Audit Committee
Shareholding in NDL Ventures Limited	NIL
Shareholding as a beneficial owner	NIL

**By order of the Board of Directors,
For NDL VENTURES LIMITED
(Formerly Known as NXTDIGITAL Limited)**

Sd/-

Sumati Sharma
Company Secretary and Compliance Officer
Membership Number – A51019

Place: Mumbai
Date: March 12, 2025

Important Dates

- Friday, March 21, 2025 Cut-off Date to determine the members to whom the Notice will be sent and who shall be entitled to vote
- Saturday, March 29, 2025 Commencement of remote e-voting at 9 a.m. IST
- Sunday, April 27, 2025 End of remote e-voting at 5 p.m. IST
- Tuesday, April 29, 2025 (on or before) Announcement of voting results

Available on:

<https://www.ndlventures.in/> ,
<https://evoting.kfintech.com/> ,
www.bseindia.com and
www.nseindia.com