

April 12, 2024

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: Compliance Certificate - Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to state that in compliance of Regulation 7(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the activities in relation to share transfer facility of the Company are maintained by KFin Technologies Limited, Registrar and Share Transfer Agent, registered with SEBI.

Pursuant to Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a Compliance Certificate duly signed by the Company's Registrar & Share Transfer Agent- KFin Technologies Limited and the Company Secretary & Compliance Officer of the Company for the year ended March 31, 2024, confirming the compliance of the provisions of the Regulation 7(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on records.

Thanking You,

Yours faithfully,
For NDL VENTURES LIMITED
(Formerly Known as NXTDIGITAL Limited)

Ashish Pandey
Company Secretary & Compliance Officer

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



COMPLIANCE CERTIFICATE UNDER REGULATION 7(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE PERIOD APRIL 1ST, 2023 TO MARCH 31ST, 2024


THIS IS TO CERTIFY that, KFIN TECHNOLOGIES LIMITED ('KFIN') is providing Registry and Share Transfer services to M/s NDL VENTURES LIMITED ('the Company').

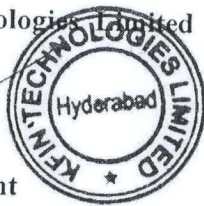
It is further certified that KFin:

- Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities and Exchange Board of India (SEBI).
- Handles all activities in relation to physical share transfer facility and maintains related documents/correspondence for all the transactions in physical form in respect of the Company.
- Maintains the data in respect of shareholders holding shares in electronic form (Demat), as received from the Depositories.

This certificate is issued in compliance with Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For KFin Technologies Limited


Rajitha Cholleti
Dy. Vice President



Place : Hyderabad
Date : 10/04/2024

For NDL Ventures Limited


Mr. Ashish Pandey
Company Secretary & Compliance Officer



Place: MUMBAI
Date : 12/04/2024