

February 19, 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 Scrip Code: NDLVENTURE
Through: NEAPS

Dear Sir /Madam,

Sub: Submission of Postal Ballot Notice dated January 31, 2024 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 resolutions 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, February 16, 2024.**

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
Tuesday, February 20, 2024 9.00 am	Wednesday, March 20, 2024 5.00 pm

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)

Ashish Pandey
Company Secretary

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: (+91 22) 2820 8585

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 110 read with Section 108 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 Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 and September 25, 2023, (**"MCA Circulars"**) for holding general meetings/ conducting postal ballot process through e-voting and SEBI Circular dated October 7, 2023 and other applicable laws and regulations, if any, to transact special business as set out hereunder by passing the ordinary resolutions through Postal Ballot by e-voting.

The proposed resolutions 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, is 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 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
Tuesday, February 20, 2024 from 9:00 a.m. (IST)	Wednesday, March 20, 2024 till 5:00 p.m. (IST)

SPECIAL BUSINESS:

Item No.:1- 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, (**"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 of up to ₹ 250 Crores (Rupees Two Hundred Fifty Crores only), 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, 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, Company Secretary or any other Officer(s) / 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."

Item No. 2 – 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 of up to ₹ 20 Crores (Rupees Twenty Crores only), 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 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, Company Secretary or any other Officer(s) / 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.”

Item No.:3 – 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 of up to ₹ 15 Crores (Rupees Fifteen Crores only), 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, 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), Chief Financial Officer, Company Secretary or any other Officer(s) / 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.”

Item No.: 4 – 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 of up to ₹ 10 Crores (Rupees Ten Crores only), to be entered during the period from April 1, 2024 to September 30, 2024 or till the date of the Annual General Meeting whichever is earlier in the financial year 2024-25, 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), Chief Financial Officer, Company Secretary or any other Officer(s) / 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.”

Item No.: 5 - 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 of up to ₹ 15 Crores (Rupees Fifteen Crores only), 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, 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), Chief Financial Officer, Company Secretary or any other Officer(s) / 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,
For NDL Ventures Limited
(Formerly known as NXTDIGITAL LIMITED)

Sd/-
Ashish Pandey
Company Secretary

Place : Mumbai

Date: January 31, 2024

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, 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, February 16, 2024**. 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 110 and 108 of the Act read with the Rules, Secretarial Standard-2 ("SS-2") and Regulation 44 of the SEBI Listing Regulations, as amended, read with SEBI Circular dated December 9, 2020, the Company is providing facility to the Members to exercise their votes through e-voting for which the Company has engaged the services of KFintech to enable them to cast their votes electronically. Further, the 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.
 4. All the Members of the Company as on the **cut-off date i.e. Friday, February 16, 2024**, shall be entitled to vote in accordance with the process specified in this Notice. The 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.
 5. The period of e-voting shall commence on **Tuesday, February 20, 2024 at 9.00 a.m. (IST) and end on Wednesday, March 20, 2024 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by KFintech for voting thereafter.
 6. During the e-voting period, the Members can login to KFintech's e-voting platform any number of times till they have voted on the resolutions. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Members shall not be allowed to change it subsequently or cast the vote again.
 7. 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.
 8. The Postal Ballot Notice alongwith Explanatory Statement will be available on the website of the Company at <http://ndlventures.in/investors/postal-ballot/>, on the website of the e-voting service provider agency i.e. KFintech at <https://evoting.kfintech.com/> and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and the same can be downloaded from there.
 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 <http://ndlventures.in/investors/investors-assistance/> and on the website of KFintech 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. 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 nomination 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 KFintech, 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.
11. 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 March 20, 2024. Members may send their requests to investors@ndlventures.in or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
 12. 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 Share Transfer Agent, 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.
 13. 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 RTA - KFintech for assistance in this regard.
 14. The Board of Directors of the Company, at its meeting held on Wednesday, January 31, 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 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.
 15. The Scrutinizer shall, after conclusion of the voting period, prepare the 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 voting will be announced on or before Friday, March 22, 2024 and will be displayed on Company's website at <http://ndlventures.in/> and the website of KFintech 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 Friday, March 22, 2024.
 16. 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.
 17. 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. Wednesday, March 20, 2024 in terms of SS-2 issued by the Institute of Company Secretaries of India.
 18. 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 "THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING" in this Notice. Members are requested to read the same carefully.
 19. 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 Mr. Ashish Pandey, Company Secretary, NDL Ventures Limited, IN CENTRE, 49/50, MIDC, 12th Road, Andheri, (East), Mumbai-400093. Tel: 022 - 2820 8585, e-mail: investors@ndlventures.in.
 20. The details of the process and manner for remote e-voting are explained hereinbelow:

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING (EVEN:7876) 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	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<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.2. User not registered for IDeAS e-Services<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 1.3. Alternatively, by directly accessing the e-voting website of NSDL<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. KFinTech 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 or 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, February 16, 2024, 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. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
- m. 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, February 16, 2024.
- n. 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.

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 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 management has provided the Audit Committee with the relevant details, as required under the laws, of various proposed Related Party Transaction(s), including material terms and basis of pricing. 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 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. 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. 1 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 2”.

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 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, 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.: 2 – 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 management has provided the Audit Committee with the relevant details, as required under the laws, of various 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 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. 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. 2 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 2**".

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with Hinduja Global Solutions Limited 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, 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.: 3– 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 management has provided the Audit Committee with the relevant details, as required under the laws, of various 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 ₹ 15 Crores 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. 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. 3 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 2"**.

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with IndusInd Media & Communications Limited 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 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.: 4 - To approve the 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 management has provided the Audit Committee with the relevant details, as required under the laws, of various 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 ₹ 10 crores 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. 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. 4 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 2"**.

Background, details and benefits of transactions:

The Company proposes to enter into transaction(s) with IN Entertainment (India) Limited 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 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.: 5 – 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 management has provided the Audit Committee with the relevant details, as required under the laws, of various 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 ₹ 15 crores 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. 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. 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 2**".

Background, details and benefits of transaction(s):

The Company proposes to enter into transaction(s) with ONEOTT Intertainment Limited 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 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.

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, 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(s) involves likely sale of Land situated at Bengaluru, aggregating up to ₹ 250 Crores.	The transaction(s) involves rendering of services, receipt of services and other transactions aggregating up to ₹ 20 Crores.	The transaction(s) involves giving Rent and Maintenance charges for using the Company's property and rendering of services, receipt of services and other transactions aggregating up to ₹ 15 Crores.	The transaction(s) involves purchase of goods and rendering of services, receipt of services and other transactions aggregating up to ₹ 10 Crores.	The transaction(s) involves rendering of services, receipt of services and other transactions aggregating up to ₹ 15 Crores.
4	Tenure of the proposed transaction (particular tenure shall be specified)	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.	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.	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.	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.	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.
5	Value of the proposed transaction;	₹ 250 crores	₹ 20 crores	₹ 15 crores	₹ 10 crores	₹ 15 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%

Sr. No	Description	Hinduja Realty Ventures Limited	Hinduja Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Intertainment Limited
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	Not Applicable				
	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				

Sr. No	Description	HinduJa Realty Ventures Limited	HinduJa Global Solutions Limited	IndusInd Media & Communications Limited	In Entertainment (India) Limited	OneOTT Intertainment Limited
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. 1.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 2.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 3.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 4.	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 5.
12	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable				
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.

By order of the Board of Directors,
For NDV Ventures Limited
(Formerly known as NXTDIGITAL LIMITED)

Sd/-
Ashish Pandey
Company Secretary

Place : Mumbai
Date : January 31, 2024