

May 08, 2026

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
CompanyScripCode: 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 May 07, 2026, 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, May 01, 2026.**

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, May 09, 2026, 9.00 am (IST)	Sunday, June 07, 2026 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

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

CIN: L65100MH1985PLC036896

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

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

Website: <https://www.ndlventures.in/> Email: investor@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, if any, 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 No. 14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020, No. 22/2020 dated 15.06.2020, No. 33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020, No. 10/2021 dated 23.06.2021, No. 20/2021 dated 08.12.2021, No. 3/2022 dated 05.05.2022, No. 11/2022 dated 28.12.2022, No. 09/2023 dated 25.09.2023 and No. 09/2024 dated 19.09.2024, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India latest being 03/2025 dated September 22, 2025 ("MCA Circulars") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for holding general meetings/conducting postal ballot process through e-voting and other applicable laws and regulations, if any, the resolutions appended below is proposed for approval of the members of NDL Ventures Limited ("the Company"), through postal ballot by way of voting through electronic means ("remote e-Voting") only:

Special Business:

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

The proposed resolution and explanatory statement pertaining to the said resolution, 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 and reasons thereof, is appended herewith for your consideration.

In terms of the requirements specified in the MCA Circulars, the Notice is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copies of the Notice, postal ballot forms are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to the Notice.

In compliance with Regulation 44 of the SEBI (Listing) Regulations read with SEBI Circular dated December 9, 2020 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 remote "e-voting" facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited ("KFin") to provide remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice and the instructions for remote voting through postal ballot are mentioned in the postal ballot form.

Details of remote e-voting is as under:

e-voting starts on	e-voting ends on
Saturday, May 09, 2026 from 9:00 a.m. (IST)	Sunday, June 07, 2026 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 re-appointment of Mr. Munesh Narinder Khanna (DIN: 00202521), as Non-Executive Independent Director of the Company, for second term of five (5) years.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Memorandum of Association and Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board"), Mr. Munesh Narinder Khanna (DIN:00202521), who was appointed as an Independent Director of the Company and who holds

the office of Independent Director up to May 12, 2026 and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from May 13, 2026 up to May 12, 2031, on the terms provided in the Explanatory Statement.

RESOLVED FURTHER THAT Mr. Munesh Narinder Khanna, Non-Executive Director shall be entitled to 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

Sd/-
Sumati Sharma
Company Secretary and Compliance Officer
Membership Number – A51019

Place: Mumbai
Date: May 07, 2026

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 remote 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, May 01, 2026.** 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. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
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 Circular(s), 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 remote e-voting shall commence on Saturday, May 09, 2026 at 9.00 a.m. (IST) and end on Sunday, June 07, 2026 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/>, website of the remote 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. 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 REMOTE E-VOTING" in this Notice. Members are requested to read the same carefully.
9. In accordance with the MCA Circulars, the relevant documents referred to in this Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice up to the last day of voting on the website of the Company at <https://www.ndlventures.in/investors/postal-ballot/>
10. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investors@ndlventures.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID until the last date of remote e-voting.
11. 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.

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 Company <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.

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.

13. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, 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 <https://www.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.

14. 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.

15. The Board of Directors of the Company, through its meeting held on May 07, 2026, 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.

16. 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 remote e-voting period, i.e., on or before Tuesday, June 09, 2026 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, June 09, 2026. and the outcome will be made available at the registered office of the Company.

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 remote e-voting i.e. Sunday, June 07, 2026 in terms of SS-2 issued by the Institute of Company Secretaries of India.

17. All documents referred to in the Notice will be available for electronic inspection without any fees by the Members from the date of dispatch of this Notice up to Sunday, June 07, 2025.

18. The details of the process and manner for remote e-voting are explained hereinbelow:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING (EVEN: 9696) ARE AS UNDER:

- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-voting" (Step 1).
- II. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting" (Step 2).
- III. The details of the process and manner for remote e-voting are explained herein below:

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

Step 2: Access to KFin's remote 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 remote e-voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<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 remote 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/IdeasDirectReq.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 remote e-voting period.

<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> ▪ Visit URL: https://web.cdslindia.com/myeasi/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 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/myeasi/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 No. ▪ 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.
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p>	<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 remote 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 remote 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 option available at respective websites.

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

Login type	Helpdesk details
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 remote 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. 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 the 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 "Postal Ballot" and click on "Submit".
- g. On the voting page, enter the number of shares as on the cut-off date, Friday, May 01, 2026, 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/FIIs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at rupal@csrhdh.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "NDL - Postal Ballot".

- k. Once the shareholder casts a vote on the resolution, he shall not be allowed to change it subsequently.
- l. The Portal will be open for remote e-Voting from **9.00 a.m. (IST)** on Saturday, and ends at **5.00 p.m. (IST)** on Sunday, **June 07, 2026**.
- 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, May 01, 2026.
- 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 remote 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 remote E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. Anandan Nair, Senior 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.: 040-67162222 & 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, forthwith to the Chairperson or any Director of the Company.
- vi. The results shall be declared at the registered office of the company and along with the Scrutinizer's Report(s) will be placed on the website of the Company <https://www.ndlventures.in/>

ANNEXURE -1

EXPLANATORY STATEMENT TO THE RESOLUTIONS

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE 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 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

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

Mr. Munesh Narinder Khanna was appointed as an Independent Director for a term of five (5) years commencing from May 13, 2021 to May 12, 2026. Upon completion of his current term, being eligible and offering himself for re-appointment, the Board considers that his continued association would be of immense benefit to the Company. The Company has received Consent in writing to act as Director in Form DIR-2, Declaration confirming that he meets the criteria of independence under Section 149(6) of the Act, Declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act. The re-appointment is proposed for a second term of five (5) consecutive years commencing from May 13, 2026 to May 12, 2031, not liable to retire by rotation.

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 India read with Schedule IV and the relevant Rules made thereunder, the Memorandum of Association and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 07, 2026 have re-appointed Mr. Munesh Narinder Khanna (DIN: 00202521) as Independent Director of the Company for a second term of 5 (five) consecutive years with effect from May 13, 2026 to May 12, 2031, in accordance with the provisions of the Act and SEBI Listing Regulations, subject to the approval of the members of the Company.

The brief profile of Mr. Munesh Narinder Khanna is as hereunder:

Brief Profile

Mr. Munesh Khanna is a Bachelor of Commerce and a rank holder-chartered accountant (CA) from ICAI, India. In 1985, after completing his CA, he joined the accounting and advisory firm of Arthur Andersen in the audit division and was subsequently made partner in the tax practice before rising to become the Country Head-India of its Corporate Finance Division. In 2001, he assumed responsibility as Managing Director and Country Head of NM Rothchild and Co in India. His work experience also includes Country Head of Investment Banking at DSP Merrill Lynch and Country Leader of Corporate Finance and Restructuring at PricewaterhouseCoopers.

These work experiences have provided Munesh with a strong grounding in accounting, extensive understanding of tax and corporate affairs, and expertise in corporate finance, strategy and business restructuring. He has been involved in complex transactions in India, such as The Enron Dabhol Power company restructuring, the acquisition of Tetley Tea by Tata Tea, listing of Cairn Energy in India, the merger of Bharti Retail with Future Retail, IPO of Air Deccan, privatization of Mumbai Airport, unlocking of value of companies like Arvind Limited, Indofil Industries by way of de-mergers.

Mr. Munesh Khanna is currently a member of the Board of public companies viz., Gulf Oil Lubricants Limited, Hinduja Global Solutions Limited, JSW Energy Limited, Finolex Industries Limited, Blackbox Limited, JM Financial Asset Reconstruction Company Limited, JM Financial Products Limited, JSW Neo Energy Limited and has previously been a Board Member of Arvind Limited and Indofil Industries Limited in the past. He has also served as a member of the national council of several professional and Industry trade bodies such as FICCI and CII and is currently also a Trustee of the R & S Nanavati Charitable Trust, which operates hospital in Mumbai.

In 2018, he set up Backbay Advisors LLP, a strategy advisory and investment banking firm.

Mr. Munesh Khanna is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received a declaration from Mr. Munesh Khanna that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office,

In the opinion of the Board of Directors, Mr. Munesh Khanna fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Munesh Khanna is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the

role of Independent Director. A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members and is also disclosed on the Company's website at "Terms and Conditions of Appointment of Independent Directors".

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Munesh Narinder Khanna on the Board and accordingly recommends the Special Resolution as set out at Item No. 1 of the Notice for the approval by the Members.

Except Mr. Munesh Narinder Khanna and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution for his re-appointment, set out in Item No. 1 of this Notice.

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	Mr. Munesh Naridner Khanna
Age / Date of Birth	May 12, 1959 (67 Years)
Date of Re-Appointment	May 13, 2026
Director Identification Number	00202521
Nature of appointment/ re-appointment	Non-Executive Independent Director
Qualification	Chartered Accountant
Experience and expertise in specific functional Area	Mr. Munesh Khanna is a Bachelor of Commerce and a rank holder-chartered accountant (CA) from ICAI, India.
Terms and conditions of appointment/ re-appointment	He shall not be liable to retire by rotation and other terms as set out as Item No. 1 of the Postal Ballot Notice with statement pursuant to Section 102 of the Act.
Remuneration sought to be paid	Mr. Munesh Khanna, 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 meeting held in April 2026: Board Meeting – Rs. 1 lakh, Audit Committee – Rs. 1 lakh and TCWG Meeting – Rs. 1 lakh.
Date of first appointment on the Board	May 13, 2021
Relationship with Directors and Key Managerial Personnel	Not related to any other Directors and Key Managerial Personnel of the Company

Attendance at the Board Meetings	During FY 2025-26 : 6 of 6 (Six of Six) During FY 2026-27 : 2 of 2 (Two of Two) (Till the date of Postal Ballot Notice)
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	<ol style="list-style-type: none"> 1. GULF OIL LUBRICANTS INDIA LIMITED 2. JSW ENERGY LIMITED 3. BLACK BOX LIMITED 4. HINDUJA GLOBAL SOLUTIONS LIMITED 5. FINOLEX INDUSTRIES LIMITED 6. JM FINANCIAL ASSET RECONSTRUCTION COMPANY LIMITED 7. JM FINANCIAL PRODUCTS LIMITED 8. ONEOTT ENTERTAINMENT LIMITED 9. JSW NEO ENERGY LIMITED
Chairmanship/ Membership of the Committees of other public limited companies as on date	<p>Audit Committee</p> <ol style="list-style-type: none"> 1. Gulf Oil Lubricants India Limited – <i>Member</i> 2. JSW Energy Limited - <i>Member</i> 3. JM Financials Products Limited- <i>Member</i> 4. Blackbox Limited- <i>Chairman</i> 5. ONEOTT Entertainment Limited – <i>Member</i> 6. Finolex Industries Limited – <i>Member</i> <p>Stakeholders' Relationship Committee</p> <ol style="list-style-type: none"> 1. Finolex Industries Limited – <i>Chairman</i> 2. JSW Energy Limited – <i>Member</i> 3. Blackbox Limited – <i>Chairman</i> <p>Nomination & Remuneration Committee</p> <ol style="list-style-type: none"> 1. Gulf Oil Lubricants India Limited - <i>Member</i> 2. JM Financials Products Limited - <i>Member</i> 3. JM Financial Asset Reconstruction Company Limited - <i>Chairman</i> 4. ONEOTT Entertainment Limited - <i>Chairman</i> 5. Blackbox Limited - <i>Chairman</i> 6. Finolex Industries Limited - <i>Member</i> 7. JSW Energy Limited – <i>Member</i> (called as Compensation and Nomination & Remuneration Committee) <p>Risk Management Committee</p> <ol style="list-style-type: none"> 1. JSW Energy Limited - <i>Member</i> 2. JM Financials Products Limited - <i>Member</i> 3. Finolex Industries Limited - <i>Member</i> <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. Hinduja Global Solutions Limited - <i>Chairman</i> 2. Blackbox Limited - <i>Member</i> 3. Finolex Industries Limited - <i>Member</i> <p>Other Committees</p> <ol style="list-style-type: none"> 1. JM Financials Products Limited – <i>Member</i> of Sponsorship and Credit Committee 2. JM Financial Asset Reconstruction Company Limited – <i>Member</i> of Committee for Settlement Proposals, <i>Chairman</i> of Committee for submission of Resolution Plans, <i>Member</i> of Committee for Conversion of Debt into Shares 3. Blackbox Limited – <i>Chairman</i> of Ethics & Compliance Committee 4. Finolex Industries Limited – <i>Member</i> of Ethics & Compliance Committee

Shareholding in NDL Ventures Limited	NIL
Shareholding as a beneficial owner	NIL

By order of the Board of Directors,
For NDL VENTURES LIMITED

Sd/-
Sumati Sharma
Company Secretary and Compliance Officer
Membership Number – A51019

Place: Mumbai
Date: May 07, 2026

Important Dates

- Friday, May 01, 2026 Cut-off Date to determine the members to whom the Notice will be sent and who shall be entitled to vote
- Saturday, May 09, 2026 Commencement of remote e-voting at 9 a.m. IST
- Sunday, June 07, 2026 End of remote e-voting at 5 p.m. IST
- Tuesday, June 09, 2026
(on or before) Announcement of voting results

Available on:

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