

NDL Ventures Limited* **(Formerly known as NXTDIGITAL Limited)**

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING POLICY

1. INTRODUCTION:

NDL Ventures Limited (formerly known as NXTDIGITAL Limited) (the “Company”) is a public limited Company incorporated on July 18, 1985, under the Companies Act, 1956 (CIN L65100MH1985PLC036896). The equity shares of the Company are listed on the BSE Limited and National Stock Exchange (India) Limited.

The object clause of the Memorandum of Association of the Company was altered to include new object clauses which enables the Company to carry on business of providing financial services with the approval of shareholders and the Registrar of Companies/Ministry of Corporate Affairs. The Company is in the process of obtaining registration with the relevant authority(ies). With these changes the Company will look to focus on the financial services sector going forward subject to all requisite approvals being available.

2. PURPOSE AND APPLICABILITY

This Policy is intended to ensure that the Company serves and works towards sustainable development, fulfilling its social, environmental and economic responsibilities.

The Ministry of Corporate Affairs (MCA), Government of India, released a set of guidelines in 2011 called the National Voluntary Guidelines on the Social, Environmental and Economic Responsibilities of Business (NVGs). This was expected to provide guidance to businesses on what constitutes responsible business conduct. In order to align the NVGs with the Sustainable Development Goals (SDGs) and the ‘Respect’ pillar of the United Nations Guiding Principles (UNGP) the process of revision of NVGs was started in 2015. After revision and updation, the new principles are called the National Guidelines on Responsible Business Conduct (NGRBC) 2018.

The primary objective of the Policy is to align and ensure adherence of all business activities in line with the core NGRBC requirements of each principle.

The NGRBC are to be used in the Company and provide a useful framework for guiding our operations, in addition to aligning with applicable local national standards and norms governing responsible business conduct.

This Policy shall be in addition to and in furtherance of the existing Code of Conduct ('the Code') of the Company.

3. SCOPE

This Policy is formulated in accordance with Regulation 34(2)(f) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

On December 22, 2015, SEBI notified SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2015, to be effective from April 1, 2016. Vide this notification, SEBI amended Regulation 34 of the Listing Regulations, thereby requiring the top five hundred listed companies (based on the market capitalization of every financial year) to include a Business Responsibility Report ("BRR") as a part of its Annual Report.

Further on May 05, 2021, vide notification No. SEBI/LAD-NRO/GN/2021/22, SEBI in terms of amendment to regulation 34 (2) (f) of SEBI Listing Regulations introduced new reporting requirements on ESG parameters called the Business Responsibility and Sustainability Report (BRSR). In terms of the aforesaid amendment, with effect from the financial year 2022-2023, filing of BRSR shall be mandatory for the top 1000 listed companies (by market capitalization) and shall replace the existing BRR.

4. DEFINITIONS

4.1 "**Board**" shall mean the Board of Directors of the Company.

4.2 "**Companies Act**" shall mean the Companies Act, 2013 and rules notified thereunder and as amended from time to time.

4.3 "**The Company**" shall mean NDL Ventures Limited.

4.4 "**Policy**" shall mean the Business Responsibility and Sustainability Reporting Policy.

4.5 "**Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by the SEBI, as amended, from time to time.

4.6 "**Stock Exchange**" shall mean BSE Limited and National Stock Exchanges Limited, a recognized stock exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

5. KEY PRINCIPLES OF THE POLICY

PRINCIPLE - 1 - Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable.

The Company is committed to adhering to the highest standards of ethics and moral and legal conduct of its business operations. The Company has already in place the Code of Conduct ("Code") for its Directors and employees applicable across the Company.

This Policy is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

The objective is to ensure the highest standards of ethical conduct, transparency, and accountability while dealing with the stakeholders.

Principles of the Policy:

- a. The Company shall develop and put in place structure policies, programs and procedures that promote the principle of ethical conduct at all levels, prevents its contravention and effect prompt and fair actions against any transgressions.
- b. The Company shall develop governance structures, procedures, and practices that ensure ethical conduct at all levels; and promote the adoption of its principles across its value chain.
- c. The Company disclose and communicate transparently and enable access to information about the policies, procedures, performance (financial and non-financial), and decisions of their enterprise, that impact their stakeholders, especially those that are most at risk to business impacts and communities that are vulnerable and marginalized.
- d. The Company meet all statutory obligations in line with the spirit of the law, enabling fair competition and ensuring it treats all its stakeholders in an equitable manner.
- e. The Company ensure that the business avoids complicity with the actions of any third party that violates any of the Principles contained in these Guidelines..
- f. The Company shall put in place appropriate structures, policies and procedures to address conflicts of interest involving its members, employees and business partner.
- g. The Company shall put in place appropriate structures, codes, policies, and procedures to ensure that the business does not engage in illegal and abusive practices, bribery and corruption, and ensure timely and fair action in case such transgressions are detected.
- h. The Company shall ensure that the business contributes to public finances by timely and complete payment of all applicable taxes in the letter and spirit of the laws and regulations governing such payments.

PRINCIPLE - 2- Businesses should provide goods and services in a manner that is sustainable and safe:

The Company aims to promote a culture where all efforts are directed towards providing good quality and safe products to all our customers. The Company also endeavors to

provide a safe environment for all stakeholders at our premises. Sustainable development integrates economic progress, social responsibility, and environmental concerns with the purpose of improving quality of life—the Company endeavors to embed the principle of sustainability, as far as feasible in all its services.

Principles of the Policy:

- a. The Company shall ensure that designing, producing and making available goods and services, endeavour to ensure that resource-efficient and low-carbon processes and technologies are deployed to minimize adverse environmental and social impacts.
- b. The Company shall provide stakeholders across the value chain with adequate information about environmental and social issues and impacts across product life cycle from design to disposal. This may be done through appropriate and relevant tools such as certifications, labels, ratings and other communication and disclosure platforms including reports, websites, etc.
- c. The Company shall increasingly take responsibility for the safe collection, reuse and recycling of their products at life so as to build a circular economy as a part of the notion of extended producer responsibility that is increasingly becoming a part of regulation in India and globally

PRINCIPLE - 3 - Businesses should respect and promote the wellbeing of all employees including those in their value chains:

The Company is committed to professional development and growth of employees through selecting the right candidate for the right job, monitoring performance for optimum utilization of their potential, providing growth opportunities growth, and inculcating the culture of mutual faith and accountability. The Company has framed this Policy to respect the dignity and freedom of its employees without any discrimination.

Principles of the Policy:

- a. The Company shall ensure that the business complies with all regulatory requirements pertaining to its employees, and that there are systems and processes in place to enable this to be done by its value chain partners.
- b. The Company shall ensure that equal opportunities at the time of recruitment, during the course of employment, and at the time of separation without any discrimination.
- c. The Company shall promote and respect the right to freedom of association, participation of workers, and collective bargaining of all employees including contract and casual labour, and provide access to appropriate grievance redressal mechanisms.
- d. The Company shall not use child labour, coercive or forced labour, or any form of involuntary labour, paid or unpaid.

- e. The Company shall put systems and processes in place to support the work-life balance of all its employees.
- f. The Company shall ensure fair, timely and transparent payment of statutory wages of all its employees, including contract and casual labour without discrimination.
- g. The Company shall aspire to pay fair living wages to meet basic needs and economic security of all employees, including casual and contract labour.
- h. The Company shall provide a workplace “environment that is safe, hygienic, accessible to the” - there is no space between the words differently abled and which upholds the dignity of the employees. Businesses should engage and consult with their employees on this provision.
- i. The Company shall ensure continuous upgradation of skill and competence of all employees by providing access to necessary learning opportunities, on an equal and non-discriminatory basis. They should promote career development through human resource interventions.
- j. The Company shall create systems and practices to ensure a humane workplace free from, violence and harassment (including sexual harassment); a workplace where employees feel safe and secure, with adequate provisions for grievance redressal.

PRINCIPLE - 4 - Businesses should respect the interests of and be responsive to all its stakeholders.

The Company values all its stakeholders and will continue its engagement with them through various mechanisms to identify their concerns and build effective communication.

Principles of the Policy:

- a. The Company's Governance Structures should ensure that the business acknowledges, assumes responsibility, and is transparent about the impact of their policies, decisions, products and associated operations on all stakeholders, and the natural environment.
- b. The Company shall develop systems, processes and mechanisms to identify its stakeholders understand their expectations and concerns, define the purpose and scope of the engagement, consult with them in developing policies and processes that impact them, and commit to resolving any differences and redressing grievances in a just, fair and constructive manner.
- c. The Company should enable all stakeholders to benefit fairly from the value generated by the businesses, and any conflicts or differences arising from the impact of business operations or the sharing of the value generated by the businesses should be resolved in a just, fair and equitable manner.

PRINCIPLE - 5 - Businesses should respect and promote human rights:

The Company seeks to conduct business in a manner that respects every individual associated with the Company. In this regard, the Company encourages a workplace environment that is free from any human rights violation.

Principles of the Policy:

- a. The Company's governance structure should ensure that the business undertakes to make its employees aware of the human rights content of the Constitution of India, relevant national laws and policies, and the International Bill of Human Rights and their application to businesses as outlined in the United Nations Guiding Principles for Business and Human Rights. It should further ensure that the responsibility for addressing such impacts is assigned to the appropriate level and function within the business.
- b. The Company's governance structure shall ensure that the business has in place such policies, structures and procedures that demonstrate respect for the human rights of all stakeholders impacted by its business. This includes carrying out human rights due diligence to identify, prevent, mitigate and account for how they address adverse human rights impacts.
- c. The Company's governance structure shall ensure that their business, where it is causing, contributing or otherwise linked to adverse human rights impacts, takes corrective actions to address such impacts.
- d. The Company shall promote the awareness and realization of human rights across its value chain.
- e. The Company shall ensure that all individuals and groups whose human rights are impacted by them have access to effective grievance redressal mechanisms.

PRINCIPLE - 6 - Business should respect and make efforts to protect and restore the environment:

The Company values its natural surroundings and is committed to the protection and preservation of the environment and natural resources. The Company shall make concerted efforts towards exploring recycling options, energy efficiency, and conservation to minimize the overall environmental impact.

Principles of the Policy:

- a. The Company's governance structure shall ensure that the business formulates appropriate policies, procedures and structures to assess, measure and address its adverse impacts on the environment at all its locations, at all stages of its life cycle from establishment to closure. Special care should be taken where these impacts occur in eco-sensitive areas.

- b. The Company shall develop appropriate strategies for sustainable and efficient use of natural resources and manufactured materials, giving due consideration to expectations and concerns of all stakeholders.
- c. The Company shall define measurable key performance indicators and targets to monitor their performance on environmental aspects such as water, air, land-use, forest, energy, materials, waste, biodiversity, built environment and so on.
- d. The Company shall focus on addressing climate change through development of both mitigation and adaptation measures, and build climate resilience and in line with India's Nationally Determined Contributions to the Paris Climate Change Agreement and the National/State Action Plans on Climate Change.
- e. The Company shall learn from industry best practices for promoting reduction, reuse, recycling and recovery of material and resources, and encourage and motivate its stakeholders, particularly consumers and business partners, to do the same.
- f. The Company shall seek to improve their environmental performance by adopting innovative, resource-efficient and low-carbon technologies and solutions resulting in lower resource footprint, lesser material consumption and more positive impact on environment, economy and society.

PRINCIPLE - 7 - Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent:

The Company endeavors to work with Government bodies for the betterment of public policies and support issues such as fair and transparent business practices, inclusive growth, and social responsibility.

Principles of the Policy:

- a. The Company's governance structure shall ensure that should ensure that its advocacy positions are consistent with the Principles contained in these Guidelines and publicly disclosed.
- b. The Company shall, to the extent possible, undertake policy advocacy through trade and industry chambers and associations, and other similar collective platforms.
- c. The Company shall, ensure that its policy advocacy positions promote fair competition and respect for human rights

PRINCIPLE - 8 - Businesses should promote inclusive growth and equitable development:

The Company has in place a Corporate Social Responsibility Policy framed as per the provisions of Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility) Rules, 2014 and is carrying out various CSR Activities in accordance with Schedule VII to the Companies Act, 2013.

Principles of the Policy:

- a. The Company's governance structure shall ensure that the business takes appropriate actions to minimize any adverse impacts that it has on social, cultural and economic aspects of society including arising from land acquisition and use, construction of facilities and operations.
- b. The Company shall assess, measure and understand their impact on social, and economic development, and respond through appropriate action to minimize and mitigate its negative impacts on society.
- c. The Company shall innovate and invest in products, technologies and processes that promote the well-being of all segments of society, including vulnerable and marginalized groups.
- d. The Company shall should respond to national and local development priorities and understand the needs and concerns of local communities, particularly vulnerable and marginalized groups and in regions that are underdeveloped, while designing and implementing their CSR programmes.
- e. The Company shall make efforts to minimize the negative impacts of displacement of people and disruption of livelihoods through their business operations and where displacement is unavoidable, this process must be undertaken in a humane, participative, informed and transparent manner, where just and fair compensation is paid to those impacted.
- f. The Company shall respect all forms of intellectual property and traditional knowledge and make efforts to ensure that benefits derived from their knowledge are shared equitably.

PRINCIPLE - 9- Businesses should engage with and provide value to their customers and consumers in a responsible manner:

Customers are one of the most important stakeholders. The foundation of the Company is based on the trust, satisfaction, and loyalty of our consumers. The Company seeks to provide quality services to all its customers. The Company's core objective is to continuously research, identify and make available new services and categories to fulfill its customers needs at the best value.

Principles of the Policy:

- a. The Company's governance structures shall ensure that the business minimizes and mitigates any adverse impact of its goods and services on consumers, the natural environment and society at large.
- b. The Company shall ensure that they do not restrict the freedom of choice and free competition in any manner while designing, promoting and selling their products.

- c. The Company shall disclose all information accurately, through labelling and other means, including the risks to the individual, to society, and to the planet, from the use of the products, so that the consumers can exercise their freedom to consume in a responsible manner.
- d. The Company shall manage consumer data in a way that does not infringe upon their right to privacy.
- e. The Company shall make consumers aware of, and provide information and guidance to them on, safe and responsible usage and disposal of their products (including reuse and recycling), and to eliminate over-consumption.
- f. The Company shall promote and advertise their products in ways that do not mislead or confuse the consumers or violate any of the Principles in these Guidelines.
- g. The Company shall provide appropriate grievance redressal mechanisms that are transparent and accessible, to address consumer concerns and feedback.
- h. The Company shall provide essential services, e.g.. utilities, should enable universal access, including to those whose services have been discontinued for any reason, in a non-discriminatory and responsible manner.

6. **DISCLOSURES**

The Business Responsibility and Sustainability Reporting Policy shall be disclosed on the website of the Company i.e. www.ndlventures.in

7. **AMENDMENT**

Any subsequent amendment(s)/ modification(s) in the SEBI Listing Regulations in this regard shall automatically apply to this Policy. The same shall be added/amended/ modified from time to time by the Board of Directors of the Company with due procedure.

**The name of the Company was changed from NXTDIGITAL Limited to NDL Ventures Limited on April 20, 2023, and the Board, at its meeting held on April 28, 2023, approved to effect the name change of the Company in the policies.*
