August 20,2026

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

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

Dear Sir /Madam,

Ref: Update - Scheme of Merger by Absorption

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 regarding receipt of Order from the Hon'ble National Company Law Tribunal dated August 13, 2026, in the Scheme of Merger by Absorption of Hinduja Leyland Finance Limited with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) and their respective shareholders

Ref: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the Scheme of Merger by Absorption between Hinduja Leyland Finance Limited ("Transferor Company") into NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("Transferee Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

This is in furtherance to our earlier intimation dated June 19, 2026, regarding receipt of Order passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") *inter-alia*, directing the convening of meeting of Equity Shareholders of the both the Transferor Company and Transferee Company in the matter of the proposed Scheme of Merger by Absorption of Hinduja Leyland Finance Limited into NDL Ventures Limited and their respective shareholders, and intimation dated July 30, 2026, regarding proceedings of the Hon'ble National Company Law Tribunal ("NCLT") Convened Meeting of the Equity Shareholders of the Company held on Thursday, July 30, 2026.

We wish to inform you that, an Interim Order was passed by the Hon'ble National Company Law Tribunal, Mumbai ('NCLT') on August 13, 2026 ('Interim Order'), which was uploaded on the website of NCLT on August 19, 2026 in the Company Scheme Petition No. C.P.(CAA)/120/MB/2026 ('Petition') in the matter of Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ('First Petitioner Company' or 'Transferor Company') with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ('Second Petitioner Company or 'Transferee Company') and their respective Shareholders under provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme').

Kindly take the above on record.

Thanking You,

Yours faithfully,
For **NDL Ventures Limited**

SUMATI SHARMA
Digitally signed by SUMATI SHARMA
Date: 2026.08.20 23:29:50 +05'30'

Sumati Sharma
Company Secretary & Compliance Officer
M.No. A51019

NATIONAL COMPANY LAW TRIBUNAL

COURT ROOM NO. 1,

MUMBAI BENCH

Item No. 1

C.P.(CAA)/120(MB)2026 IN C.A.(CAA)/107(MB)2026

CORAM:

SH. PRABHAT KUMAR	**SH. SUSHIL MAHADEORAO KOCHEY**
HON'BLE MEMBER (TECHNICAL)	**HON'BLE MEMBER (JUDICIAL)**

ORDER SHEET OF THE HEARING ON **13.08.2026**

NAME OF THE PARTIES: **HINDUJA LEYLAND FINANCE LIMITED**

Section 230-232 of the Companies Act, 2013

ORDER

C.P.(CAA)/120(MB)2026 IN C.A.(CAA)/107(MB)2026

1) Mr. Kunal Mehta, Ld. Counsel for the Petitioner Companies is present.

2) The present Company Petition has been filed in the matter of **Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ("First Petitioner Company" or "Transferor Company") into NDL Ventures Limited ("Second Petitioner Company" or "Transferee Company") and their respective Shareholders**.

3) The Company Petition is filed in consonance with Section 230-232 and other applicable provisions of the Companies Act, 2013 and the order passed in CA (CAA) No. 107/MB/2026 ("**said Order**") by this Tribunal.

4) **Joint Affidavit of Service dt. 24.07.2026, in compliance to the Order of this Bench has also been filed along with the present Company Scheme Petition.**

5) Heard Ld. Counsel for the Petitioner for a considerable time and perused the material on record.

6) Section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 provides for issuance of Notice on such Petitions. Section 230(5) and relevant part of Rule 8 read as follows:

> ***"Section 230. Power to compromise or make arrangements with creditors and members***
>
> > *(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and Exchange Board, the Registrar , the respective stock exchanges, the Official Liquidator , the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them shall be made within a period of thirty days from the date of receipt of such*

notice, failing which, it shall be presumed that they have no representations to make on the proposals.

8. Notice to statutory authorities. –

(1) *For the purposes of sub-section (5) of section 230 of the Act, the notice shall be in Form No. CAA.3, and shall be accompanied with a copy of the scheme of compromise or arrangement, the explanatory statement and the disclosures mentioned under rule 6, and shall be sent to. – (i) the Central Government, the Registrar of Companies, the Income-tax authorities, in all cases; (ii) the Reserve Bank of India, the Securities and Exchange Board of India, the Competition Commission of India, and the stock exchanges, as may be applicable; (iii) other sectoral regulators or authorities, as required by Tribunal.*

(2) *The notice to the authorities mentioned in sub-rule (1) shall be sent forthwith, after the notice is sent to the members or creditors of the company, by registered post or by speed post or by courier or by hand delivery at the office of the authority.*

(3) *If the authorities referred to under sub-rule (1) desire to make any representation under sub-section (5) of section 230, the same shall be sent to the Tribunal within a period of thirty days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.*

7) Issue Notice to the Authorities specified in Section 230(5) for submitting representation, if any. Petitioner(s) are directed to take steps for issuance of Notice in Form CAA3. Notice be served by all modes and proof of service be filed.

8) The Petitioner, at least 10 days before the date fixed for hearing, shall publish the notice of hearing of the Petition in two Local Newspapers viz. one in English language Newspaper and another in Local Vernacular language Newspaper, having wide circulation in the area where the registered office of the Company and the Business of the Company is situated as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

9) The Petitioner Companies shall issue Notices to Statutory Authorities, as required under Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, informing the date fixed for hearing.

10) The Petitioner shall host Notices along with the copy of the Scheme on their respective Websites, if any.

11) Subject to above compliance, it is made clear that the Authorities to whom notice is sent, are required to file a representation, if any, within thirty days from the date of receipt of

notice, failing which it will be presumed that they have no representation to make on the proposal.

12) Petition is accordingly admitted and fixed for hearing and final disposal on **18.09.2025**.

Sd/-	**Sd/-**
PRABHAT KUMAR **MEMBER (TECHNICAL)**	**SUSHIL MAHADEORAO KOCHEY** **MEMBER (JUDICIAL)**

Vedant Kedare
(Stenographer)