

July 01, 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,

**Sub: Notice convening the Meeting of the Equity Shareholders of NDL Ventures Limited pursuant to proposed Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ("Transferor Company/HLFL) into NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("Transferee Company/NDL") and their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.**

We wish to inform you that as directed by the Hon'ble Company Law Tribunal, Mumbai Bench ("NCLT") vide order dated June 17, 2026, a meeting of the Equity Shareholders of NDL Ventures Limited shall be held on Thursday, July 30, 2026 at 12:00 p.m. (noon) (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to consider, and if thought fit, to approve the proposed Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ("Transferor Company/HLFL") into NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("Transferee Company/NDL") and their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In this regard, we wish to intimate the exchange regarding the Notice, Explanatory Statement under Sections 230(3), 232(1) and(2) and 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Annexures to the Explanatory Statement ("Notice"). The same is also being sent today through electronic mode to those equity shareholders whose email IDs are registered with the Registrar and Transfer Agent/Depositories/the Company as on June 26, 2026.

Pursuant to the provisions of Section 108 and other provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 and other provisions of the SEBI Listing Regulations as well as other applicable circulars issued by SEBI, the General Circulars issued by Ministry of Corporate Affairs for providing e-voting facility at general meeting convened over VC/OAVM and Secretarial Standards-2, the Company has appointed National Securities Depository Limited ('NSDL') to provide electronic voting facility (remote e-voting and e-voting during the Meeting) to its equity shareholders to enable them to cast their votes.

**NDL Ventures Limited**

(Formerly known as NXTDIGITAL LIMITED)

IN CENTER, 49/50 MIDC, 12<sup>th</sup> Road, Andheri (E), Mumbai - 400 093.

T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896



# NDL Ventures Limited

The details regarding electronic voting are provided below:

<b>EVEN</b>	:	139879
<b>Cut-off Date for E-Voting</b>	:	Thursday, July 23, 2026
<b>Start Date and Time</b>	:	Monday, July 27, 2026, at 9:00 a.m. IST
<b>End Date and Time</b>	:	Wednesday, July 29, 2026 at 5:00 p.m. IST

Those equity shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting, shall be eligible to vote through e-voting facility during the Meeting.

The information and instructions for attending the Meeting including the manner of voting by the equity shareholders of the Company have been provided in the Notice of the Meeting.

Requisite Documents as mentioned above will also be updated on the website of the company at [www.ndlventures.in](http://www.ndlventures.in)

Below is the link for the accessing the Notice as stated above along with Explanatory Statement and Annexures related thereto:

<https://ndlventures.in/investors/nclt-convened-meeting/>

You are requested to kindly take the above on record.

Thanking You

Yours faithfully,  
**For NDL Ventures Limited**

Sumati Sharma  
Company Secretary & Compliance Office  
M.No. - A51019

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