

February 18, 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: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 – Receipt of communication from Competition Commission of India in relation to the application filed for Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ("Transferor Company") into and with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("Transferee Company")

This is further to our communication dated November 25, 2025, wherein we had informed that the Board of Directors of the company, at its meeting held on November 25, 2025, approved the Scheme of Merger by Absorption of 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 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder ("Scheme").

In this connection and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Competition Commission of India ("CCI") at its meeting held on February 17, 2026, considered the proposed combination and approved the same (bearing Registration No. C-2025/12/1363) under sub-section (1) of section 31 of the Competition Act, 2002. The details of the same are annexed below in the form of "Annexure".

This communication is being made by way of abundant caution to inform the market participants and no speculation should be drawn from this communication.

Kindly take the same on your records.

Thanking You,
Yours faithfully,
For **NDL Ventures Limited**
(Formerly Known as NXTDIGITAL Limited)

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

Encl: Annexure

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



Annexure

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S.No.	Particulars	Description
1.	Name of the Authority	Competition Commission of India (CCI)
2.	Nature and Details of the Action	Approval granted under Section 31(1) of the Competition Act, 2002 for the proposed combination contemplated under the Scheme of Arrangement.
3.	Date of receipt of communication from Authority	February 17, 2026.
4.	Impact on Financial, Operational or other activities	The approval from CCI is one of the statutory/regulatory approvals required for implementation of the Scheme. The Scheme remains subject to receipt of other necessary approvals, including approval of the Stock Exchange(s), Securities and Exchange Board of India, Hon'ble National Company Law Tribunal, as applicable.

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