

June 30, 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: Outcome of the Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") held on June 30, 2026

Ref: Update on Scheme of Merger

The company vide its letter dated June 19, 2026, had informed the exchange regarding receipt of Order passed by Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), directing the convening of meeting of Equity Shareholders and Unsecured Creditors 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 ("**Transferor Company/HLFL/Company**") into NDL Ventures 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 that the Board of Directors of the Company at its meeting held today, *inter-alia* considered the following matters:

i) The Board took note of the Order dated June 17, 2026, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), directing the convening of the meeting of the Equity Shareholders and Unsecured Creditors of the Company in connection with the proposed Scheme of Merger by Absorption of Hinduja Leyland Finance Limited into NDL Ventures Limited.

ii) Pursuant to the aforesaid Order, the Board reviewed and took note of the Notice convening the NCLT directed meeting of the Equity Shareholders of the Company, together with the Explanatory Statement and all other accompanying documents required under the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

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

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applicable laws. However, the three (3) Unsecured Creditors have been paid in due course by the Company. The Board took note of the no- due certificate received by the Company from the Unsecured Creditors. Therefore, the question of convening the meeting of the Unsecured Creditors of the Company does not arise.

iii) The Board considered that the NCLT convened meeting of the Equity Shareholders of the Company shall be held on Thursday, July 30,2026 at 12:00 p.m. (noon) (IST), through Video Conferencing / Other Audio Visual Means.

The Meeting Commenced at 5.30 p.m. and concluded at 5.50 p.m.

You are requested to kindly take the above on record.

Thanking You

Yours faithfully,

For NDL Ventures Limited

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

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