

To,
General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 500189

Dear Sir/ Madam,

Sub: Compliance Report

It is hereby certified that the proposed Scheme of Merger by Absorption between Hinduja Limited between Hinduja Leyland Finance Limited (“**Transferor Company**”) and NDL Ventures Limited (formerly known as NXTDIGITAL limited) (“**Transferee Company**” or “**the Company**”) and their respective shareholders (“**Scheme**”) under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013 (“**Act**”), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, ("SEBI Circular"), including the following:

Sl.	Reference	Particulars	Whether Complied or Not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied.
Requirements of this Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied. The documents are submitted along with the compliance report.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the applicable conditions specified in Para (I)(A)(3) in relation to the Scheme involving listed entities.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, complied and the valuation report is attached
(d)	Para (I)(A)(5)	Auditors' certificate regarding compliance with Accounting Standards	Yes, complied and the auditor certificate is attached

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



(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The Requirement stated in Para (I)(A)(10) is applicable to the proposed Scheme of Merger and approval from the public shareholders of the Company shall be obtained by way of e-voting and will comply with the provisions requiring approval of public shareholders through e-voting.
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For NDL VENTURES LIMITED
(formerly known as NXTDIGITAL LIMITED)

Amar Chintopanth
Whole Time Director & Chief Financial Officer
DIN: 00048789

Sumati Sharma
Company Secretary
M. No.: A51019

Date: December 05, 2025
Place: Mumbai

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Hinduja Leyland Finance Limited ('Transferor Company') and NDL Ventures Limited ('Transferee Company') and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

For NDL VENTURES LIMITED

Amar Chintopanth
Whole Time Director & Chief Financial Officer
DIN: 00048789

Date: December 05, 2025
Place: Mumbai

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