



S K PATODIA & ASSOCIATES

CHARTERED ACCOUNTANTS

The Board of Directors

NXTDigital Limited

In Centre, 49/50 MIDC,

12th Road Marol, Andheri (East),

Mumbai – 400 093, Maharashtra, India

Independent Auditor's Certificate on the proposed accounting treatment contained in the draft Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with applicable rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

1. We, S. K. Patodia & Associates, Chartered Accountants, the Statutory Auditors of **NxtDigital Limited** ("the Company") having its registered office at the below mentioned address, have been requested by the Company to certify, as per the requirements of the paragraph I (A)(5) of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by Securities and Exchange Board of India ("SEBI") applicable to the schemes of arrangement and proviso to Section 230(7) and proviso to Section 232(3) of the Companies Act, 2013 ("the Act"), that the proposed accounting treatment contained in Clause 11.2 of Part IV of the Draft Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ("HLFL") into the Company and their respective Shareholders attached as Annexure I to this certificate authenticated by the management ("the Draft Scheme"), as approved by the Board of Directors in their meeting held on November 25, 2022, pursuant to Sections 230 to 232 read with Sections 52 and 66 and other applicable provisions of the Act read with applicable rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and in accordance with Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017, Circular No. CFD/ DIL3/CIR/2017/105 dated September 21, 2017 and Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued by SEBI or any other Circulars issued by SEBI applicable to schemes of arrangement from time to time ("SEBI circulars") and further as required under proviso to Section 232(3) of the Act with reference to its compliance with the applicable Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act and Other Generally Accepted Accounting Principles, for the purpose of onward filing with the jurisdictional bench of the National Company Law Tribunal ("the NCLT") and to BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges"). Accordingly, this certificate is issued in accordance with the mail dated November 23, 2022.

Management's Responsibility

2. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Ind AS as aforesaid, is that of the Board of Directors / Management of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for ensuring that the Company complies with the requirements of sections 230-232 of the Act read with relevant rules issued there under and all the SEBI circulars with respect to the Scheme of Arrangement and provides all relevant information to the NCLT and the Stock Exchanges.

Auditor's Responsibility

4. Pursuant to the requirements of the relevant laws and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in Clauses 11.2 of Part IV of the Draft Scheme is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and applicable Ind AS notified under Section 133 of the Act read with rules made thereunder and other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company.

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5. The following documents have been furnished by the Company:
 - a) Copy of Draft Scheme of Arrangement signed by the Management;
 - b) Copy of resolution of Board of Directors as on November 25, 2022; and
 - c) Management Representation.
6. We have performed the following procedures:-
 - a) Verified clause 11.2 of Part IV of the Draft Scheme with Ind AS 103 "Business Combinations";
 - b) Verified the copy of Board resolution dated November 25, 2022; and
 - c) Obtained the Management Representation Letter, wherever required.
7. We conducted our examination of the accounting treatment in Clause 11.2 of Part IV of the Draft Scheme in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("the ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

Opinion

9. Based on our examination, as above, and the information and explanations given to us, we provide a reasonable assurance that the proposed accounting treatment in the books of the Company contained in Clauses 11.2 of Part IV of the Draft Scheme attached as Annexure I is in compliance with the applicable Ind AS notified under Section 133 of the Act read with rules made thereunder and other Generally Accepted Accounting Principles, as applicable.

Restrictions on Use

10. This certificate is addressed to and issued to the Board of Directors of the Company and should not be used by any other person or for any other purpose. S K Patodia & Associates shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing

For S.K. Patodia & Associates

Chartered Accountants
Firm Reg. No.: 112723W

CA Sandeep Mandawewala

Partner
Membership No: 117917
Place: Mumbai
Date: November 25, 2022
UDIN: 22117917BECLPF2948