

To,
General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001

BSE Scrip Code: 500189

Dear Sir/ Madam,

Sub: Undertaking for submission of No Objection Certificate (NOC)

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time for the proposed Scheme of Merger by Absorption between Hinduja Leyland Finance Limited (“Transferor Company”) into NDL Ventures Limited (formerly known as NXTDIGITAL Limited) (“Transferee Company” or “the Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”).

We wish to state that there is no borrowing in NDL Ventures Limited (formerly known as NXTDIGITAL Limited) from any lending scheduled commercial banks/financial institutions/debenture trustees.

Yours faithfully,

**For NDL VENTURES LIMITED
(Formerly known as NXTDIGITAL LIMITED)**

**Amar Chintopanth
Whole-time Director & CFO
DIN: 00048789**

**Date: December 05, 2025
Place: Mumbai**

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

