HINDUJA LEYLAND FINANCE

July 31, 2026

**BSE Limited** Through BSE Listing Centre

Department of Corporate Services
Phiroze Jeejeebhoy Towers
1st Floor, Dalal Street
Mumbai – 400 001

Dear Sir / Madam,

**Sub: Submission of Scrutinizer's report – Hon'ble NCLT Convened Meeting of the Equity Shareholders of the Company held on July 30, 2026**

We hereby submit the Scrutinizer's report pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended, for the Hon'ble NCLT Convened Meeting of the Equity Shareholders, held on July 30, 2026 at 3.30 P.M., through Video Conferencing /Other Audio Visual Means.

We wish to inform you that 1 (one) resolution proposed in the Notice of the Hon'ble NCLT Convened Meeting of Equity Shareholders has been duly approved and passed by the Members of the Company with the requisite majority.

Kindly take the above submission on record.

Thanking you,

Yours truly,

**For Hinduja Leyland Finance Limited**

RAMASAMY SRIVIDHYA Digitally signed by RAMASAMY SRIVIDHYA Date: 2026.07.31 15:31:21 +05'30'

**Srividhya Ramasamy**
*Company Secretary and Compliance Officer*
M. No. – A22261

*Encl: Scrutinizer's Report*

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

**To,**
**The Chairperson appointed by Hon'ble NCLT, Mumbai for the meeting of the Equity Shareholders**
**Hinduja Leyland Finance Limited**
Plot No. C-21, Tower C (1-3 Floors),
G Block, Bandra Kurla Complex, Bandra (E),
Bandra(East),Mumbai, Maharashtra, India, 400051

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Hinduja Leyland Finance Limited ('Company') through remote e-voting process prior to and e-voting process during the meeting convened in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") vide order dated June 17, 2026 in the Company Scheme Application No. C.A. (CAA)/07/MB/2026 in the matter of the Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ('Transferor Company') with NDL Ventures Limited ('Transferee Company') and their respective Shareholders under sections 230 to 232 of the Companies Act, 2013. ("the Scheme") held on Thursday, July 30, 2026 at 03:30 P.M.**

Dear Sir,

I, Pranay Vaidya, proprietor of Pranay D. Vaidya and Co. Practicing Company Secretaries (Membership No. 40530), have been appointed by the Hon'ble NCLT vide its order dated June 17, 2026 ('**Order**') as a Scrutinizer for the purpose of scrutinizing the voting through remote e-voting and voting by electronic means in a fair and transparent manner, at the Meeting convened pursuant to the directions of Hon'ble NCLT, Mumbai, provisions of the Sections 230 to 232 of the Companies Act, 2013 ('**Act**') read with any other applicable provisions of the Act, along with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the applicable general circulars issued by the Ministry of Corporate Affairs and Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India ('**SS-2**'), in each case including any statutory modifications(s), or re-enactment thereof, for the time being in force, on the resolution seeking approval of the Equity Shareholders of Hinduja Leyland Finance Limited for the Scheme of Merger by Absorption of

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M. No. 40530
C.P. No. 24339

Hinduja Leyland Finance Limited ("Transferor Company") into NDL Ventures Limited ("Transferee Company") and their respective shareholders ("**Scheme**"), in terms of the notice dated July 1, 2026, convening the said meeting.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the Remote e-voting / E-voting facility specified in the notice dated July 01, 2026. My responsibilities as a Scrutinizer are restricted to give a consolidated report on the Votes cast by the members for the resolutions (Business) contained in the Notice dated July 01, 2026 through remote e-voting and voting by electronic means at the Meeting.

Accordingly, I submit my report as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the Agency for providing its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system) (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.

   The Company had also provided e-voting facility to the Equity Shareholders present at the Meeting who had not cast their votes through remote e-voting prior to the Meeting.

2. In terms of General Circulars No, 14/2020, 17/ 2020, 20/ 2020 and 02/ 2021, dated 08.04.2020, 13.04.2020, 05.05.2020, 13.01.2021 and 05.05.2022 respectively issued by MCA, (MCA Circulars), read with Circular Nos, SEBI/ I-I10/ CFD/ CMDI/ CIR/ P/ 2020/ 79, SEBI /HO/ CFD /CMD2/CIR/P /2021/11 dated 12.05.2020 and 15.1.2021 respectively, SEBI/ HO/ CFD / CMDZ/ CIR/ P/ 2022/ 62 dated May 13, 2022 issued by the SEBI and SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20,2023, the Company had sent the Notice of the Meeting dated July 01, 2026 convening the Meeting of the Equity Shareholders of the Company along with a copy of the Scheme and the Statement under Section 102, Sections 230 to 232 and other applicable provisions of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was sent to the Equity Shareholders through electronic mode to those Members whose E- mail addresses were registered with the Company RTA/ Depositories as on June 26, 2026. Accordingly, the communication of assent or dissent of the Members on the Resolutions stated

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3. The Equity Shareholders holding shares as on **Thursday July 23, 2026 i.e. 'cut-off date'**, were entitled to vote on the Resolutions stated in the Notice of the Meeting of the Company.

   However, it may be noted that the list of equity shareholders submitted before the Hon'ble National Company Law Tribunal (NCLT) was as on March 31, 2026. The cut-off date for determining the list of shareholders entitled to vote is fixed in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

4. For those Members who had not registered their email ids with the Company RTA/ Depositories, the Company made necessary intimations and arrangements to register the email ids, to receive the Notice of NCLT convened meeting along with Explanatory Statement and Annexures forming part thereto ("Notice") and e-voting user ID and password. Detailed procedure was given in the Notice to shareholders for the Meeting.

5. The Publication of the advertisement in terms of the MCA Circulars and the Order with respect to Meeting was published on **July 02, 2026.**

   Pursuant to the directions of Hon'ble Tribunal vide the Order, the Company had also published notice of the Meeting of the Equity Shareholders of the Company in "Financial Express" (English Language); and (ii) "Loksatta" (Marathi Language), Maharashtra editions.

6. The Members were informed vide the Notice that they were required to give their assent for or dissent against the Resolutions stated in the Notice, either through remote e-voting facility or through electronic voting facility made available at the Meeting. The voting period for the remote e-voting prior to the Meeting commenced on **Monday, July 27, 2026 from 09:00 A.M (IST) and ended on Wednesday, July 29, 2026 at 05:00 P.M. (IST)** (both days inclusive). The remote e-voting prior to the Meeting was disabled thereafter.

7. Pursuant to the provisions of Listing Regulations and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014 (including any amendments thereto), the Company has provided electronic voting facility (e-voting) to the Members of the Company and has engaged the NSDL for providing e-voting platform.

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8. Particulars of all the Members who participated in the e-voting and at voting through electronic means at the Meeting, are separately maintained by Service Provider of the company NSDL.

9. Names of the Members who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those Members who were present at the Meeting through VC/OAVM and who had not cast their votes through the remote e-voting system, were allowed to cast their votes by electronic means during the Meeting at the time allotted i.e. 15 minutes after the conclusion of the Meeting.

10. After the closure of the voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.

11. Thereafter, using the Scrutinizer's login on e-voting website of the NSDL, the votes cast through remote e-voting and the votes casted through electronic means at the Meeting was unblocked in the presence of No. 1 and No 2. who acted as witnesses.

**Rugveda Thorat** **Maurvi Narkar**

12. Total members personally present 20 and Total Authorized Representatives 03.

13. After declaration of commencement of voting by the Chairperson, the Members present in the Meeting via VC/OAVM voted through E-voting.

14. I have considered all electronic votes cast from **Monday, July 27, 2026 from 09:00 A.M (IST) to Wednesday, July 29, 2026 until 05:00 P.M. (IST) (both days inclusive)** being the last date and time fixed by the Company for remote-voting for the Meeting.

15. The Resolution placed before the shareholders and the result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Equity Shareholders of the Company are given below:

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**Resolution**

'**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 ('SEBI Master Circular') and other applicable SEBI Circulars, the observation letter(s) issued by BSE Limited on May 18, 2026 and subject to the relevant provisions of any other applicable laws and all the enabling provisions of the Memorandum of Association and Articles of Association of Hinduja Leyland Finance Limited and subject to the requisite sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench ('**NCLT**'), as the case may be, and subject to such other consents, approvals, sanctions and permissions being obtained from appropriate statutory/regulatory authority(ies), to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), consent of the Equity Shareholders be and is hereby accorded to the Scheme of Merger by Absorption of Hinduja Leyland Finance Limited **('First Applicant Company' or 'Transferor Company' or 'HLFL')** with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) **('Second Applicant Company' or 'Transferee Company' or 'NDL')** and their respective Shareholders ('**Scheme**') providing for the merger of the Transferor Company into Transferee Company with effect from April 01, 2026 ('**Appointed Date**'), as per the terms and conditions mentioned in the draft Scheme and initialed by Chairperson for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Sachin Pillai, Managing Director and Chief Executive officer, Mr. Prateek Parekh, Chief Financial Officer and Ms. Srividhya R, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and

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effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper.'

16. A combined summary of the electronic voting confirmations (e-votes) received for the Resolutions given in the Notice above, seeking Members' approval as downloaded from the remote e-voting system of NSDL and votes cast at the Meeting by e-voting facility made available. Thus, the total votes cast in favour or against all the Resolutions proposed in the Notice of the Meeting are as under:

**17. Item No 1:**

Approval of Scheme of Merger by Absorption of Hinduja Leyland Finance Limited **('Transferor Company')** with NDL Ventures Limited **('Transferee Company')** and their respective Shareholders under sections 230 to 232 of the Companies Act, 2013.("the Scheme")

The results of votes cast by the public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company), as required under Part-I(A)(10)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 (SEBI Scheme Circular), through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

**a) Details of votes in favour and against the resolution**

| Mode of voting | Votes in favour of the resolution | | |
|---|---|---|---|
| | Number of Members voted | Number of shares held by such Member | Percentage of total number of valid votes cast |
| Remote E-Voting prior to the Meeting | 31 | 13,80,86,164 | 100 |

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| | | | |
|---|---|---|---|
| E-Voting at the time of Meeting | 5 | 75,670 | 100 |
| **Total** | **36** | **13,81,61,834** | **100** |
| | | | |
| | **Votes against the resolution** | | |
| | **Number of Members voted** | **Number of shares held by such Member** | **Percentage of total number of valid votes cast** |
| Remote E-Voting prior to the Meeting | **0** | **0** | **0** |
| E-Voting at the time of Meeting | **0** | **0** | **0** |
| **Total** | **0** | **0** | **0** |

**b) Details of Invalid and Abstained votes**

| **Mode of voting** | **Invalid votes** | | **Abstained from voting** | |
|---|---|---|---|---|
| | **Number of members whose votes were declared invalid** | **Number of shares held by such Member** | **Number of members who abstained from voting** | **Number of abstained votes** |
| Remote E-Voting prior to the Meeting | **0** | **0** | **0** | **0** |
| E-Voting at the time of Meeting | **0** | **0** | **0** | **0** |
| **Total** | **0** | **0** | **0** | **0** |

*The votes cast by the Promoters were not considered while ascertaining the E Voting result for the aforesaid resolution.*

18. Based on the foregoing, the Resolution as proposed in the Notice dated July 1, 2026 of the NCLT convened meeting shall be deemed to have been approved on the date of the NCLT convened meeting of the equity shareholders of the

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company viz. 30th July 2026 with requisite majority pursuant to Section 230(6) of the Companies Act, 2013 read with the SEBI Scheme Circular.

19. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting as well as e-voting during the Meeting, are handed over to the Company Secretary of the Company for safe keeping.

**Thanking you,**

**Yours faithfully,**

M/s. PRANAY D. VAIDYA & CO. M. No. 40530 C.P. No. 24339 COMPANY SECRETARIES

**CS Pranay Vaidya**
**For Pranay D. Vaidya &Co.**
**Practicing Company Secretaries**
**ACS: 40530**
**PCS: 24339**
**UDIN:** A040530H000985562
**Date: July 30, 2026**
**Place: Mumbai**