HINDUJA LEYLAND FINANCE

July 30, 2026

Through BSE Listing Centre

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

Dear Sir / Madam,

Sub: Proceedings of the Hon'ble National Company Law Tribunal ("NCLT") Convened Meeting of the Equity Shareholders of the Company held on Thursday, July 30, 2026

Pursuant to Regulation 51(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with reference to our intimation dated July 01, 2026, we hereby wish to inform you that the Hon'ble NCLT Convened Meeting of the Equity Shareholders of the Company was held today at 3:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Please find enclosed herewith the proceedings of the NCLT Convened Meeting of the Equity Shareholders in accordance with Regulation 51(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that the result of the e-voting as well as remote e-voting will be intimated to you separately upon receipt of Report from Scrutinizer within three (3) days from the conclusion of the NCLT Convened Meeting of the Equity Shareholders' of the Company.

Kindly take the above information on record.

Thanking you,

Yours truly,
For Hinduja Leyland Finance Limited

RAMASAMY SRIVIDHYA
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Date: 2026.07.30 20:49:46 +05'30'

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

Encl.: As above

Summary of Proceedings of the Meeting of the Equity Shareholders of Hinduja Leyland Finance Limited ('Company') held pursuant to the directions, of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT'), on Thursday, July 30, 2026 at 03:30 p.m.

A. Date, Time and Venue of National Company Law Tribunal convened meeting :

The Meeting of the Equity Shareholders of the Company convened pursuant to the directions of the Hon'ble NCLT was held today, i.e., **Thursday, July 30, 2026** at 03:30 p.m. (IST) through video conferencing/other audio-visual means('**VC/OAVM**')('**Meeting**'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('**Act**'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and in compliance with Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('**SS-2**').

B. Proceedings in brief :

Dr. Devi Prasad Semwal, IRS (Retd), was appointed as the Chairman by the Hon'ble Tribunal, to preside over the meeting. Dr. Devi Prasad Semwal informed the equity shareholders that the Meeting was convened pursuant to the order of the Hon'ble NCLT dated June 17, 2026 in the matter of the Scheme of Merger by Absorption of Hinduja Leyland Finance Limited with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) and their respective Shareholders.

The requisite quorum being present, Dr. Devi Prasad Semwal, Chairperson called the Meeting to order. Along with Dr. Devi Prasad Semwal, Chairperson, Mr. Pranay Vaidya, Scrutinizer, Mr. Sachin Pillai, Managing Director & CEO, Dr. Mandeep Maitra, Independent Director, Mr. K.M. Balaji, Non- Executive Director, Ms. Srividhya Ramasamy, Company Secretary and representatives of M/s R. Subramanian & Co LLP and M/s. ASA & Associates LLP, Joint Statutory Auditors of the Company, and representatives of M/s. Crawford Bayley & Co. Advocates & Solicitors attended the Meeting.

Dr. Devi Prasad Semwal, Chairperson welcomed the Shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. He informed that the Company had provided its Shareholders with the facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by National Securities Depository Limited (NSDL). The remote e-voting commenced on Monday, July 27, 2026 at 9:00 a.m. (IST) and concluded on Wednesday, July 29, 2026 at 5:00 p.m. (IST). He further informed that the e-voting facility was also made available during the Meeting for the benefit of Shareholders who were present during the Meeting who had not cast their votes earlier through remote e-voting.

He further informed that Mr. Pranay Vaidya, Company Secretary, Certificate of Practice No. 24339 and Membership No. ACS – 40530 was appointed as the Scrutinizer by the Hon'ble NCLT to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner, was also present at the Meeting.

Mr. Sachin Pillai, Managing Director & CEO, Dr. Mandeep Maitra, Independent Director, Mr. K.M. Balaji, Non- Executive Director of the Company who were present at the Meeting through VC/OAVM from their respective locations were introduced to the Shareholders.

The Chairman informed that (a) Notice of the Meeting, (b) Explanatory Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) the Scheme of Merger by Absorption and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Shareholders on July 01, 2026 through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company /Depository Participant(s)/Depositories and Registrar and Transfer Agent of the Company as on June 26, 2026. In addition, the publication of the advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in newspapers, 'Financial Express' in English language and 'Loksatta' in Marathi language on July 02, 2026 in accordance with the directions of the Hon'ble NCLT.

Since there was no requirement of physical attendance of Shareholders, the Chairman informed the Shareholders that the requirement of appointing proxies was not applicable. Further, it was informed to the Shareholders that the documents that were referred to in the Notice were available for inspection in electronic mode up to the date of the Meeting and was also available electronically for inspection during the Meeting for the Shareholders on request, as well as made available on the website of the Company at www.hindujaleylandfinance.com.

With the consent of the Shareholders, the Notice convening the Meeting was taken as read.

The Chairman then briefed the Shareholders regarding the salient features, synergies, need, rationale and benefits of Scheme of Merger by Absorption.

The Chairman noted that the equity shareholders did not have any queries or clarification on the Scheme of Merger.

The following resolution set out in the Notice convening the Meeting was put up to the Shareholders for voting during the Meeting:

Item No.	Details of the Resolution
1.	Approval of Scheme of Merger by Absorption of Hinduja Leyland Finance Limited with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) and their respective shareholders under sections 230 to 232 of the Companies Act, 2013, 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,

HINDUJA LEYLAND FINANCE LIMITED
Corporate Office: No. 27-A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel: (044) 2242 7525, 2242 7555
Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051
Tel: (022) 6136 0407 | Website: www.hindujaleylandfinance.com
CIN: U65993MH2008PLC384221 | Email: compliance@hindujaleylandfinance.com

	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 initialled by Chairperson for the purpose of identification, be and is hereby approved.
2.	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 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.

The Chairman then authorized Ms. Srividhya Ramasamy, the Company Secretary, to carry out the e-voting process during the Meeting and conclude the Meeting. Thereafter, the resolution approving the Scheme was passed with requisite majority by the equity shareholders of the Company, as set out in the notice convening the Meeting. He further informed the Shareholders that the voting results would be disseminated to BSE Limited on which the Company's debt securities are listed and would also be made available on the website of the Company at www.hindujaleylandfinance.com and NSDL at www.evoting.nsdl.com within three (3) days of the conclusion of the Meeting upon receipt of Scrutinizer's report.

The Chairman then thanked the Shareholders for attending and participating at the Meeting. He also thanked the Board Members who joined the Meeting virtually.

C. Voting by members:

The Company had provided remote e-voting facility to its members to cast votes electronically on item of Business set out in the notice. The facility to vote at the meeting, on item of Business set out in the notice, through electronic voting system, also available to the members who participated in the meeting and had not cast their votes through remote e-voting.

The remote e-voting facility was kept open for the next 15 minutes to enable the Shareholders to cast their vote. Upon the completion of the remote e-voting process the Chairman declared the Meeting as closed.

D. **Result of voting (remote e-voting and voting at the meeting through electronic voting system):**

Results of remote e-voting and e-voting during the NCLT convened Equity Shareholders' meeting shall be announced within 3 (three) days of the conclusion of the Meeting (i.e. on or before close of business hours on August 01, 2026), along with the report of Scrutinizer, and the same shall be submitted to the Stock Exchange i.e., BSE Limited. and shall be placed on the website of the Company.

The Chairperson and the Company Secretary concluded the meeting by expressing their gratitude and appreciation to all the Equity Shareholders for their trust and confidence in the Company. The meeting was concluded with a vote of thanks to the Members at 4:04 P.M. (IST).

Kindly take the above information on record.

Thanking you,

Yours truly,
For Hinduja Leyland Finance Limited

RAMASAMY SRIVIDHYA
Digitally signed by RAMASAMY SRIVIDHYA
Date: 2026.07.30 20:52:08 +05'30'

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