HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF HINDUJA LEYLAND FINANCE LIMITED SCHEDULED TO BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS PURSUANT TO THE ORDER DATED JUNE 17, 2026 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, COURT- I

Day: Thursday **Date: July 30, 2026** **Time: 04:45 P.M.(IST)** **Mode: As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through Video Conferencing or Other Audio-Visual Means.** **Deemed Venue: Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051**
Cut-off date for sending the notice to **Unsecured Creditors: June 26, 2026 (Friday)**
Cut-off date for determining the **Unsecured Creditors entitled to vote: July 23, 2026 (Thursday)**

Remote E-voting Period

Commencement of Remote E-voting Date and Time	**July 27, 2026 (Monday)** **9:00 A.M. (IST)**
End of E-voting Date and Time	**July 29, 2026 (Wednesday)** **5:00 P.M.(IST)**

E-Voting during the Meeting:

E-voting shall be available to the Unsecured Creditors of Hinduja Leyland Finance Limited during the Meeting.

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The Notice of the Meeting, Statement under Sections 102, 230 and 232 and other applicable provisions of the Act and Rule 6 of the CAA Rules, and Annexure 1 to Annexure 21 (page nos. 1 to 1976) constitute a single and complete set of documents and should be read in conjunction with each other as they form an integral part of this document.

Sd/-
Devi Prasad Semwal
Chairperson appointed for the Meeting

Place: Greater Noida
Date: July 04, 2026
CIN: U65993MH2008PLC384221
Registered Office: Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051

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BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION CA/CAA /107 /MB/ 2026

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

In the matter of the Companies Act, 2013

And

In the matter of sections 230 to 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Merger by Absorption

Of

Hinduja Leyland Finance Limited (First Applicant Company / Transferor Company)

With

NDL Ventures Limited (Second Applicant Company / Transferee Company)

And

Their Respective Shareholders

HINDUJA LEYLAND FINANCE LIMITED (CIN No.: U65993MH2008PLC384221), a company incorporated under the provisions of the Companies Act, 1956 and an existing company under the provisions of the Companies Act, 2013, having its registered office at Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051	)	**…First Applicant Company/ Transferor Company**

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF HINDUJA LEYLAND FINACE LIMITED, TRANSFEROR COMPANY

To,

The Unsecured Creditors of Hinduja Leyland Finance Limited ('Transferor Company' or 'First Applicant Company' or 'HLFL' or 'Company')

NOTICE is hereby given that by an Order dated June 17, 2026 ('**Order**') in the abovementioned Company Scheme Application, No. C.A.(CAA)/ 107 /MB/2026, the Hon'ble National Company Law Tribunal, Mumbai Bench ('**NCLT**') has directed that a meeting of the Unsecured Creditors of Hinduja Leyland Finance Limited, be convened and held for the purpose of considering, and, if thought fit, approving with or without modification(s), the proposed Scheme of Merger by Absorption of Hinduja Leyland Finance Limited ('**Transferor Company**') with NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ('**Transferee Company**') and their respective Shareholders under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('**Act**') ('**Scheme**').

In pursuance of the said NCLT order and as directed therein, Notice is hereby given that a meeting of the Unsecured Creditors of the Transferor Company will be held through Video Conferencing or Other Audio Visual Means ('**VC/OAVM**') on Thursday, July 30, 2026 at 04:45 P.M. ('**Meeting**') in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("s Listing Regulations") to consider, and if thought fit, pass the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230 (1) and (6) read with Section 232(1) of the Act as amended.

*'**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 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 Unsecured Creditors 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 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.'*

TAKE FURTHER NOTICE that National Securities Depository Limited ("NSDL") shall be providing the facility of remote e-voting and e-voting during the Meeting, and participation in the Meeting through VC/ OAVM.

TAKE FURTHER NOTICE that in terms of the said NCLT Order, in addition to e-voting during the Meeting through VC/ OAVM, the persons entitled to attend and vote at the Meeting shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through Remote e-voting during the period commencing on July 27, 2026 at 9:00 A.M. (IST) and ending on July 29, 2026 at 5:00 P.M. (IST) (both days inclusive), arranged by NSDL. A person whose name appears in the list of unsecured creditors of the Company as on July 23, 2026 (cut-off date), only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. The unsecured creditors opting to cast their votes by Remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully.

TAKE FURTHER NOTICE that NCLT has appointed Mr. Devi Prasad Semwal, IRS (Retd) to act as a Chairperson of the said Meeting to be held on Thursday, July 30, 2026 at 04:45 P.M. and in respect of any adjournment or adjournments thereof and Pranay D. Vaidya & Co. is hereby appointed as Scrutinizer of the Meeting of the Unsecured Creditors of the Transferor Company.

The above-mentioned Scheme, if approved by the Unsecured Creditors, at the aforesaid meeting will be subject to the subsequent approval of the NCLT and such other approvals, permissions and sanctions of regulatory or other authorities may be required.

A copy of the Scheme and the Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 read with Rule 6 of CAA Rules and any other applicable provisions of the Act and the Rules made thereunder, along with the enclosures as indicated in the Index are enclosed herewith.

A copy of this Notice and the accompanying documents are also placed on the website of the Company at www.hindujaleylandfinance.com and may also be accessed from the relevant section of the websites of BSE Limited ("BSE") at www.bseindia.com and copy of this Notice and the accompanying documents is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

The voting results of the meeting shall be announced by the Chairperson within 3 (three) days from the conclusion of the Meeting upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company i.e. www.hindujaleylandfinance.com and on the website of NSDL i.e. www.evoting.nsdl.com being the agency appointed by the Company to provide the voting facility to the unsecured creditors, as aforesaid and shall be notified to BSE.

Copies of this Notice which include Scheme and Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 can be obtained free of charge between 11:00 a.m. to 1:00 p.m. on all working days (except Saturday and Sunday) at the registered office of the Transferor Company upto 48 hours prior to the date of the Meeting.

Sd/-
Devi Prasad Semwal
Chairperson appointed for the Meeting

Place: Greater Noida
Date: July 04, 2026
CIN: U65993MH2008PLC384221
Registered Office: Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051

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Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

Notes:

1. Pursuant to the directions of the NCLT vide its Order and MCA Circulars, the Meeting of the Unsecured Creditors of Transferor Company will be held through VC/OAVM to transact the business set out in the Notice convening this Meeting. The deemed venue for the Meeting shall be the corporate office of the Company. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Transferor Company has provided e-voting facility through National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. This facility is being provided to the Unsecured Creditors of the Transferor Company to exercise their right to vote by electronic means on the business specified in the accompanying Notice. The detailed procedure for participation in the Meeting through VC/OAVM and remote e-voting/e-voting during the Meeting is provided below.

2. **SINCE THIS MEETING IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF UNSECURED CREDITORS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, ON ACCOUNT OF THE UNSECURED CREDITORS BEING ABLE TO EXERCISE THEIR VOTE THROUGH ELECTRONIC MEANS, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE UNSECURED CREDITORS WILL NOT BE AVAILABLE FOR THIS MEETING AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE MEETING ARE NOT ANNEXED TO THIS NOTICE**.

3. A person whose name appear on the list of Unsecured Creditors of the Transferor Company as on July 23, 2026 (cut-off date) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. The voting rights of an Unsecured Creditor shall be in proportion to their outstanding value as on the cut-off date. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. The Notice is being sent by email to all Unsecured Creditors of the Transferor Company. In respect of those Unsecured Debenture Holders whose email addresses are not registered, physical letters intimating them of the Meeting are being dispatched to their registered addresses.

4. Only Unsecured Creditors of the Transferor Company may attend the Meeting. It is further informed that in view of para 3(A)(x) of the MCA General Circular No. 14/2020 dated April 08, 2020, voting through proxy shall not be permitted. However, voting through authorised representative is permitted.

5. Pursuant to provisions of Sections 112 and 113 of the Act, the authorized representative of corporate unsecured creditors (*i.e.*, other than individuals, HUFs, NRIs etc.) may attend and vote at the Meeting (either in person or by authorised representative) provided they send a legible scan certified true copy of the board resolution or governing body resolution/authority letter/power of attorney of the Board, etc. together with attested specimen signature(s) of the duly authorized representative(s). The said resolution/authorisation, self-attested by the person so authorized to attend the Meeting, shall be emailed to investorrelations@hindujaleylandfinance.com and Scrutinizer at pranay@pdvandco.in with a

copy marked to evoting@nsdl.com at least 48 (forty-eight) hours before the Meeting. Unsecured Creditors (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

6. The quorum for the Meeting of the Unsecured Creditors of the Transferor Company as directed by the NCLT shall be thirty (30) in number as per Section 103(1)(a)(iii) of the Act. The Unsecured Creditor attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 (thirty) minutes and thereafter, the persons present shall be deemed to constitute the quorum.

7. Unsecured Creditors can join the Meeting through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation during the Meeting through VC/OAVM will be made available for 1,000 Unsecured Creditors on a first come first served basis.

8. The Explanatory Statement pursuant to Section 230(3) read with Section 102 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of the Act and the Rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed to this statement.

9. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Transferor Company will be available for inspection by the Unsecured Creditors in electronic mode up to the date of the Meeting and will also be available electronically for inspection during the Meeting. Unsecured Creditors seeking to inspect such documents can send an email to investorrelations@hindujaleylandfinance.com

10. In compliance with the NCLT Order and MCA Circulars, the Notice of the Meeting is being sent through electronic mode to all Unsecured Creditors on email addresses registered with the Company as on June 26, 2026 (cut-off date). Unsecured Creditors may note that the Notice will also be available on the Company's website i.e. www.hindujaleylandfinance.com, websites of the Stock Exchanges i.e. www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. The Notice convening the aforesaid Meeting will be published through advertisement in 'Financial Express' Editions in the English language and translation thereof in 'Loksatta' Maharashtra Editions in the Marathi language.

12. Mr. Pranay D Vaidya, Practicing Company Secretary having Certificate of Practice No. 24339 has been appointed by the Hon'ble NCLT as the Scrutinizer to scrutinize the voting during the Meeting and e-voting process in a fair and transparent manner.

13. The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any and submit the same to the Chairperson of the Meeting who shall countersign the same.

14. Results of voting shall be declared by the Chairperson on receipt of report from the Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed at the Transferor Company's website i.e. www.hindujaleylandfinance.com and on the website of NSDL.

15. Voting rights of the Unsecured Creditors shall be in proportion to their outstanding value as on July 23, 2026. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Mumbai Bench.

16. Subject to the receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice).

17. Unsecured creditors seeking any information with regard to the Scheme or the matter proposed to be considered at the Meeting, are requested to write to the Company atleast seven days before the date of the Meeting through e-mail on investorrelations@hindujaleylandfinance.com. The same will be replied to by the Company, suitably.

18. Unsecured creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through VC/ OAVM at the Meeting

19. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Unsecured Creditors from attending the Meeting. However, after exercising the right to vote through remote e-voting prior to the Meeting, an Unsecured Creditor shall not be allowed to vote again at the Meeting. In case the Unsecured Creditors cast their vote via both the modes, *i.e.*, remote e-voting prior to the Meeting as well as during the Meeting, then voting done through remote e-voting before the Meeting shall prevail. Once the vote on a resolution is cast by the Unsecured Creditors, whether partially or otherwise, the Unsecured Creditors shall not be allowed to change it subsequently.

INSTRUCTIONS FOR REMOTE E-VOTING PRIOR/ DURING THE MEETING:

The remote e-voting period begins on July 27, 2026 at 9:00 A.M. (IST) and ends on July 29, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The facility of attending Meeting through VC/ OAVM is being provided by National Securities Depository Limited (NSDL). An Unsecured Creditor, whose name appears in the list of Unsecured Creditors of the Company as on the cut-off date, i.e., July 23, 2026, only shall be entitled to exercise his / her / its voting rights on the resolution proposed in the Notice and attend the Meeting through electronic means. The voting right of Unsecured Creditors shall be in proportion to the outstanding amount due by the Company as on the cut-off date. A person who is not an Unsecured Creditor as on the cutoff date, should treat the Notice for information purpose only.

Voting rights through e-voting cannot be exercised by a proxy

A) INSTRUCTIONS FOR UNSECURED NON-CONVERTIBLE DEBENTURE HOLDERS

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual debenture holders holding securities in demat mode

Individual Debenture Holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debenture Holders are accordingly, advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.

Login method for Individual debenture holders holding securities in demat mode is given below:

Type of Debenture Holders	**Login Method**
Individual debenture holders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

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	launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditors' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Debenture Holders can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Debenture Holders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Debenture Holders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Debenture Holders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Debenture Holders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Debenture Holders holding securities in demat mode with NSDL	Debenture Holders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Debenture Holders holding securities in demat mode with CDSL	Debenture Holders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for e-Voting for Debenture Holders other than Individual shareholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditors' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding securities i.e. Demat (NSDL or CDSL)	Your User ID is:

a) For Debenture Holders who hold secutiries in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Debenture Holders who hold securities in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

5. Password details for Debenture Holders other than Individual Debenture Holders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Debenture Holders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding securities in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   c) Creditors can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those demat Debenture Holders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. For securities held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@hindujaleylandfinance.com and hanumantha.patri@kfintech.com . If you are an Individual debenture holder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual debenture holders holding securities in demat mode**.

2. Alternatively, Debenture holders may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR UNSECURED CREDITORS (OTHER THAN UNSECURED NCD HOLDERS)

Login method for Unsecured Creditors is given below:

1. Please access the platform on the URL www.evoting.nsdl.com
2. Click on 'Login' button at Shareholder/Member /Creditor to log-in.
3. Your credentials for accessing the platform are available in the attached pdf file 'e-voting.pdf'. The pdf file is password protected and can be opened with your Membership Id/User Id. The password is case sensitive.

4. Access the platform with any one of the two Login Types available (namely Password or OTP) and proceed as follows for each-

a. Password Based access: Insert the User-id and the password provided by NSDL in PDF attached with the E-mail. Insert the verification code and agree to all terms and conditions.
The system will force for resetting of the Password (one time) to a Password of your own choice (your new password must contain (minimum one Capital, one Special character & one numeric) minimum of 8 digits).
After you change the Password, and re-login using the new Password the default page of NSDL E-Voting will be displayed.

b. OTP based Access: If OTP is selected as mode of authentication, then One Time Password (OTP) shall be shared on your registered mobile number(Not for International numbers) and email id registered with the Indian Association of Investment Professionals. Insert the User-id and the OTP for login and Insert Verification Code and agree to all terms and conditions.

5. You can vote by clicking on the 'EVEN Number". Once you select your choice, you will be prompted to click the 'SUBMIT' button.
6. After clicking on 'SUBMIT' button, please click on the 'CONFIRM' button to register your vote.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries pertaining to e-voting please call NSDL team on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

INSTRUCTIONS FOR UNSECURED CREDITORS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER: -

1. The procedure for e-voting at the Meeting is same as the procedure outlined above for remote e-voting.

2. Only those Unsecured Creditors, who will be present in the meeting through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting

3. Unsecured Creditors who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.

INSTRUCTIONS FOR UNSECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Unsecured Creditors can attend the Meeting through VC / OAVM after following the steps for 'Access to NSDL e-voting system' as outlined above in the procedure for remote e-voting.

2. After successful login, Unsecured Creditors will be able to see the VC / OAVM link placed under 'Join meeting' menu against the Company's name. Unsecured Creditors are requested to click on the VC / OAVM link placed under 'Join meeting' menu.

HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

(i) **EVEN Number for Unsecured Debenture Holders:**

S.No.	ISINs	EVEN
1.	INE146O08266	140044
2.	INE146O08399	140045
3.	INE146O08407	140046
4.	INE146O08381	140047
5.	INE146O08308	140048
6.	INE146O08167	140049
7.	INE146O08175	140050
8.	INE146O08183	140051
9.	INE146O08191	140052
10.	INE146O08373	140054
11.	INE146O08415	140055
12.	INE146O08209	140056
13.	INE146O08340	140057
14.	INE146O08324	140062
15.	INE146O08241	140063
16.	INE146O08282	140064
17.	INE146O08233	140065
18.	INE146O08365	140066
19.	INE146O08225	140067
20.	INE146O08274	140068
21.	INE146O08258	140069
22.	INE146O08332	140070
23.	INE146O08290	140071
24.	INE146O08316	140072
25.	INE146O08357	140073
26.	INE146O08217	140074

(ii)EVEN Number for Unsecured Creditors other than Debenture Holders:

EVEN - 140013

3. Facility to join the Meeting through VC/OAVM, will open 15 minutes before the scheduled time of the commencement of the Meeting.

4. Unsecured Creditors are encouraged to join the Meeting through Laptops for better experience.

5. Unsecured Creditors will be required to allow the camera and use internet with good speed to avoid any disturbance during the Meeting.

6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

General Guidelines

1. Institutional debenture holders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pranay@pdvandco.in with a copy marked to evoting@nsdl.com and investorrelations@hindujaleylandfinance.com. Institutional debenture holders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com.

HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION CA/CAA/ 107 /MB/ 2026

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

In the matter of the Companies Act, 2013

And

In the matter of sections 230 to 232 and other applicable provisions of the Companies Act, 2013

And

In the matter of Scheme of Merger by Absorption

Of

Hinduja Leyland Finance Limited (First Applicant Company / Transferor Company)

With

NDL Ventures Limited (Second Applicant Company / Transferee Company)

And

Their Respective Shareholders

HINDUJA LEYLAND FINANCE LIMITED (CIN No.: U65993MH2008PLC384221), a company incorporated under the provisions of the Companies Act, 1956 and an existing company under the provisions of the Companies Act, 2013, having its registered office at Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051	)	**…First Applicant Company / Transferor Company**

STATEMENT UNDER SECTIONS 102, 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT"), RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES"), SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") READ WITH THE SEBI SCHEME CIRCULARS ON SCHEMES, OTHER APPLICABLE CIRCULARS ISSUED BY SEBI, AND OTHER APPLICABLE PROVISIONS, EACH AS AMENDED AND RESTATED FROM TIME TO TIME, ACCOMPANYING THE NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF HINDUJA LEYLAND FINANCE LIMITED ("COMPANY" OR "NDL") PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, DATED JUNE 17, 2026

This is a statement accompanying the Notice convening the meeting of the Unsecured Creditors of the Transferor Company, pursuant to the Order dated June 17, 2026 passed by the National Company Law Tribunal, Bench at Mumbai ('**NCLT**') in the Company Scheme Application No. CA(CAA)/ 107 /MB/2026 ('**Order**'), to be held through Video Conferencing or Other Audio Visual Means ('VC/OAVM') on Thursday, July 30, 2026 at 04:45 P.M. ('**Meeting**') for the purpose of considering and, if thought fit, approving with or without modification(s), the amalgamation embodied in 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' or 'Company')** and their respective Shareholders (**'Scheme'**) under the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto or re-enactments thereof **('CAA Rules')**. The definitions contained in the Scheme shall also apply to this Explanatory Statement.

1. A copy of the Scheme, setting out in detail terms and conditions of the merger, inter alia, providing for merger of Transferor Company into Transferee Company, which has been duly approved by the Board of Directors of both the Applicant Companies at their respective meetings held on November 25, 2025, is attached to this Explanatory Statement.

2. As stated earlier, NCLT by its Order has, inter alia, directed that a Meeting of the Unsecured Creditors of Transferor Company, shall be convened on Thursday July 30, 2026 at 04:45 P.M., through VC or OAVM.

3. In accordance with the provisions of the Act, the Scheme of Amalgamation shall be considered approved by the Unsecured Creditors only if the Scheme is approved by majority of persons representing three-fourth in value of the unsecured creditors, of the Transferor Company, voting through VC/OAVM at the Meeting.

4. **Background of the Companies**:

   4.1 Hinduja Leyland Finance Limited

   1. **HINDUJA LEYLAND FINANCE LIMITED** (hereinafter referred to as **'First Applicant Company'** or **'Transferor Company' or 'HLFL'**) under CIN U65993TN2008PLC069837 was originally incorporated as an Unlisted Public Company (high value debt listed company) under the provisions of the Companies Act, 1956 on November 12, 2008 in the State of Tamil Nadu. The Transferor Company was permitted to commence operations as a non-banking financial company ("**NBFC**") under section 45 IA of the Reserve Bank of India Act, 1934, pursuant to a certificate issued by the Reserve Bank of India ("**RBI**") on March 22, 2010. The Transferor Company was originally classified as a systemically important non-deposit accepting non-banking financial company. The Transferor Company was subsequently granted the status of an NBFC-Asset Finance Company by the RBI pursuant to a certificate of registration received on May 12, 2014. The Registered office of the Transferor Company has been shifted from the State of Tamil Nadu to the State of Maharashtra and a fresh Certificate of Incorporation consequent upon such shifting of registered office was issued on June 08, 2022 bearing CIN U65993MH2008PLC384221. The Permanent Account Number of Transferor Company is AACCH1807P and email id is investorrelations@hindujaleylandfinance.com.

2. The Registered Office of the Transferor Company is at Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051.

3. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company as on March 31, 2026 is as under:

HINDUJA LEYLAND FINANCE LIMITED (First Applicant Company/ Transferor Company)	
Particulars	**Amount (in Rs.)**
Authorized Share Capital	
62,29,07,700 equity shares of Rs.10/- each	6,22,90,77,000/-
Total Authorized Share Capital	**6,22,90,77,000/-**
Issued, Subscribed, Called-up and Paid-up Capital	
54,52,73,490 equity shares of Rs. 10/- each, fully paid-up	5,45,27,34,900/-
Total Issued, Subscribed and Paid-up Capital	**5,45,27,34,900/-**

4. There has been no change in the capital structure of the Transferor Company as on date.

5. The equity shares of Transferor Company are not listed on any of the stock exchanges.

6. The main objects of the Transferor Company as set out in its Memorandum of Association are as under:

"(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY:

1. *To carry on and undertake business as Financiers to finance operations of all kinds such as purchasing, selling, hiring, letting on hire, and dealing in all kinds of property, moveable or immovable, goods, chattels, motor-cars, motor-buses, motor lorries.*
2. *To purchase or otherwise acquire dominion over all forms of immovable and movable property including machinery, equipment, motor vehicles, ships, aeroplanes and all consumer and industrial items and to hire, leases or otherwise deal with them in any manner whosoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.*
3. *To do Hire Purchase Finance of all types of products and materials including motor vehicles, machinery and to lend money on security on movable or immovable property or properties or any shares of any nature with or without security and negotiate loans.*
4. *To carry on and become engaged in financial, monetary and other business transactions that are usually and commonly carried on by Commercial Financing Houses, Shroffs, Credit Corporations, Merchants, Factory, Trade and General Financiers and capitalists and also in leasing or letting on hire any property movable or immovable.*
5. *To undertake and carry out and, in particular, the financing Hire Purchase contracts, or agreements relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles, Government Bonds.*

6. To lend, with or without security, deposit or advance money, securities and property to, or with such persons and on such terms as may seem expedient.

*7. * **...”*

7. The standalone financial details of the Transferor Company are as under:

Particulars	Year ended March 31, 2026 IND AS (In Lakhs)
Revenue from Operations	5,93,439
Total Income	6,11,203
Less: Total Expenditure	5,44,017
Profit before exceptional items and tax	67,186
Exceptional Items	483
Profit Before Tax	66,703
Profit After Tax	49,077
Surplus / Shortfall brought forward	2,28,318
Amount available for appropriation	49,077
Appropriations have been made as under:	
Transfer to:	
- Statutory Reserve	9,815

8. The details of the Promoters (including Promoter Group) of the Transferor Company as on the date of the Notice are as under:

Sr. No.	Name of Promoter	Number of Shares held	% of shareholding	Address
1.	Ashok Leyland Limited – Promoter	33,32,46,338	61.12	No.1, Sardar Patel Road, Guindy, Chennai - 600032
2.	Hinduja Automotive Limited – Promoter Group	5,54,27,542	10.17	1st Floor, 12 Charles II Street, London SW1Y 4QU
3.	Hinduja Capital Limited – Promoter Group	25,00,000	0.46	C/o JurisTax Ltd, level 3, Ebene House, Hotel Avenue, 33 Cybercity, Ebene 72201, Mauritius
	Total	**39,11,73,880**	**71.74**	

9. The details of the Directors of the Transferor Company as on the date of the Notice are as under:

Sr. No.	Name of Director	DIN	Designation	Address
1.	Mr. Dheeraj Gopichand Hinduja	00133410	Chairman, Non-Executive Director	24, Carlton House Terrace, London-SW153AP
2.	Mr. Gopalasamudram Srinivasaraghavan Sundararajan	00361030	Independent Director	1002, The Summit No.6, First Avenue, Shastri Nagar, Adyar Chennai 600020
3.	Ms. Manju Agarwal	06921105	Independent Director	Flat No. 14254, Ats One Hamlet Gh 01, Sector 104, Gautam Buddha Nagar Noida 201301
4.	Mr. Sachin Pillai	06400793	Managing Director & Chief Executive Officer	Appu, 24/37 Radhakrishna Nagar Main Road, Thiruvanmiyur, Near Saraswathi School, Chennai - 600 041
5.	Dr. Mandeep Maitra	06937451	Independent Director	1203, Emerald Isle, Saki Vihar Road, Powai, Gate No-6, L And T Reality, Mumbai - 400072
6.	Mr. Kidambi Mani Balaji	08064743	Non-executive Director	Srinivasam, Plot No. 44, Netaji Street, Nilamangai Nagar, Adambakkam, Chennai 600088
7.	Mr. Sridharan Kesavan	00051976	Independent Director	Flat – B, “Ranga Sri", No. 17 (Old No.8), Solaiappan Street, Mylapore, Chennai-600004

4.2 NDL Ventures Limited

1. **NDL VENTURES LIMITED** (formerly known as NXDIGITAL Limited) (hereinafter referred to as “**Second Applicant Company**” or “**Transferee Company**”) under CIN L51900MH1985PLC036896, was originally incorporated as a Public Limited Company under the Companies Act, 1956 on July 18, 1985 in the name of “**Mitesh Mercantile &**

Financing Limited" in the State of Maharashtra. Thereafter, the name of the Second Applicant Company was changed from "Mitesh Mercantile & Financing Limited" to "**Hinduja Finance Corporation Limited**" and consequently a fresh Certificate of Incorporation was issued on March 31, 1995. Further, the name of the Second Applicant Company was changed from "Hinduja Finance Corporation Limited" to "**Hinduja TMT Limited**" and consequently a fresh Certificate of Incorporation was issued on June 08, 2001. Thereafter, the name of the Second Applicant Company was changed from "Hinduja TMT Limited" to "**Hinduja Ventures Limited**" and consequently a fresh Certificate of Incorporation was issued on October 23, 2007. Further, the name of the Second Applicant Company was changed from "Hinduja Ventures Limited" to "**NXTDIGITAL Limited**" and consequently a fresh Certificate of Incorporation was issued on October 25, 2019. Further, the name of the Second Applicant Company was changed from "NXTDIGITAL Limited" to **NDL Ventures Limited**" and consequently a fresh Certificate of Incorporation was issued on April 20, 2023. Thereafter, the main object clause of Memorandum of Association of the Second Applicant Company has been altered and consequently a fresh Certificate of Incorporation bearing CIN L65100MH1985PLC036896 was issued on October 27, 2022. The Permanent Account Number of Transferee Company is AAACH2058 and email id is investors@ndlventures.in.

2. The Registered Office of the Transferee Company is at IN Centre, 49/50, MIDC, 12th Road, Andheri (East) Mumbai - 400093.

3. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on March 31, 2026 is as under:

NDL VENTURES LIMITED (Second Applicant Company /Transferee Company)	
Particulars	**Amount (in Rs.)**
Authorized Share Capital	
870,00,000 equity shares of Rs. 10/- each	87,00,00,000/-
30,00,000 preference shares of Rs 10 each	3,00,00,000/-
1,000 9.50% Preference shares of Rs 100 each	1,00,000/-
Total Authorized Share Capital	**90,01,00,000/-**
Issued, Subscribed, Called-up and Paid-up Capital	
33,671,621 equity shares of Rs. 10 each, fully paid -up	33,67,16,210/-
Total Issued, Subscribed and Paid-up Capital	**33,67,16,210/-**

4. There has been no change in the capital structure of the Transferor Company as on date.

5. The equity shares of Transferee Company are listed on BSE and NSE Limited.

6. The main objects of the Transferee Company as set out in its Memorandum of Association are as under:

"A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY:

1. (a.) To carry on and undertake business as Financiers to finance operations of all kinds such as purchasing, selling, hiring, letting on hire, and dealing in all kinds of property, moveable or immovable, goods, chattels, motor-cars, motor-buses, motor lorries.

(b.) To purchase or otherwise acquire dominion over all forms of immovable and movable property including machinery, equipment, motor vehicles, ships, aeroplanes and all consumer and industrial items and to hire, leases or otherwise deal with them in any manner whosoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.

(c.) To do Hire Purchase Finance of all types of products and materials including motor vehicles, machinery and to lend money on security on movable or immovable property or properties or any shares of any nature with or without security and negotiate loans.

(d.) To carry on and become engaged in financial, monetary and other business transactions that are usually and commonly carried on by Commercial Financing Houses, Shroffs, Credit Corporations, Merchants, Factory, Trade and General Financiers and capitalists and also in leasing or letting on hire any property movable or immovable.

(e.) To undertake and carry out and, in particular, the financing Hire Purchase contracts, or agreements relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles, Government Bonds.

(f.) To lend, with or without security, deposit or advance money, securities and property to, or with such persons and on such terms as may seem expedient…"

7. The financial details of the Company are as under:

Particulars	**Year ended March 31, 2026 (In Lakhs)**
Total income	489.37
Total expenses	367.05
Earnings before Interest, Depreciation, and taxes	122.32
Finance Costs	-
Depreciation and Amortization	-
Profit/(Loss) before tax from continuing operations	122.32
Tax	
- Current Tax	32.46
- Deferred Tax	(3.35)
Profit/(Loss) after tax for the year.	91.03

HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

8. The details of the Promoters (including Promoter Group) of the Transferee Company as on the date of the Notice are as under:

Sr. No.	Name of Promoter	Number of Shares held	% of shareholding	Address
1.	A P Hinduja HUF	81,490	0.24	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
2.	Ashok Parmanand Hinduja	7,45,476	2.21	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
3.	Harsha Ashok Hinduja	7,33,790	2.18	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
4.	Ambika Ashok Hinduja	2,65,862	0.79	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
5.	Ashok P Hinduja	1,15,369	0.34	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
6.	Shom Ashok Hinduja	2,10,010	0.62	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
7.	Vinoo Srichand Hinduja	61,065	0.18	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
8.	Shanoo S. Mukhi	955	0.00	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex,

				Bandra (E), Mumbai – 400051
9.	Hinduja Group Limited	1,42,03,435	42.18	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
10	Hinduja Realty Ventures Limited	24,88,509	7.39	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
11	Hinduja Properties Limited	2,12,843	0.63	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
12	Amas Mauritius Limited	31,70,530	9.42	Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
	Total	**2,22,89,334**	**66.20**	

9. The details of the Directors of the Transferee Company as on the date of the Notice are as under:

Sr. No.	Name of Director	DIN	Designation	Address
1.	Mr. Sudhanshu Tripathi	06431686	Non-Executive Chairman	Flat No.SM 01, Tower 6, Crescent Bay, Parel, Mumbai-400012
2.	Mr. Munesh Khanna	00202521	Non-Executive Independent Director	Ground Floor, Beachwood House, Oberoi Enclave, Juhu, Mumbai, 400049
3.	Mr. Amar Chintopanth	00048789	Whole Time Director & Chief Financial Officer	1403, Tower No.4 , Raheja Tipco Heights, Rani Sati Marg, Malad East, Mumbai-400097

4.	Mr. Sachin Pillai	06400793	Non-Executive-Non-Independent Director	Appu, 24/37, Radhakrishna Nagar, Main Road, Thiruvanmiyur, Near Saraswathi School, Chennai- 600041
5.	Mr. Debabrata Sarkar	02502618	Non-Executive Independent Director	Flat No.701, Mayfair Boulevaro, Narayan Apartments, Main Avenue Road, Santacruz West, Mumbai-400054
6.	Ms. Vandana Jaisingh	06674779	Non-Executive Independent Director	Flat No.2202, 22ND Floor, A Wing, Adani Western Heights, J.P. Road, Andheri West, Mumbai-400058

5 Background of the Scheme

The Scheme provides for the merger by absorption of Hinduja Leyland Finance Limited with NDL Ventures Limited pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

6 Rationale of the Scheme

The Scheme of Merger by Absorption is being undertaken due to the following reasons:
Considering the growth potential in the Non-banking finance sector and with the objective of creating shareholder value, the Transferee Company intends to engage in the business of a Non-Banking Finance Company (NBFC) and accordingly has amended its Memorandum of Association to reflect the same. The Transferee Company believes that the proposed merger by absorption of the Transferor Company, which is a leading NBFC will give the shareholders of the Transferee Company an opportunity to participate in the growing NBFC sector and thereby enhance value.

The Transferor Company, being a successful NBFC, will need growth capital to accelerate growth and believes that merging with the Transferor company will increase the avenues for raising growth capital both from public and interested investors thereby resulting in value enhancement for its shareholders.

The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed merger of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. Therefore, the management and Board of Directors of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies and other stakeholders of respective companies through value creation, inter-alia, on account of the following reasons:

a) Enable the Transferee Company to grow by providing significant impetus to its growth in the NBFC sector;
b) Greater efficiency in capital raising by the merged entity, and unfettered access to both cash flow generated by the business and external capital raising which can be deployed more efficiently to fund growth opportunities;
c) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;
d) Integrated operational strategies, inter-transfer of resources / costs will result in optimum utilization of assets;
e) Merger will result in increase in net worth of Transferee Company thereby enhancing its financial strength
f) Merger shall result in efficient and focused management control and system and higher level of corporate governance as required by listed entity.

There is no adverse effect of Scheme on the directors, key managerial personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders

Due to the aforesaid rationale, it is considered desirable and expedient to enter into this Scheme for amalgamation by absorption of Transferor Company with the Transferee Company, and in consideration thereof issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme.

Accordingly, in order to achieve the above objectives, the Board of Directors of the Parties have resolved to make requisite applications and/or petitions before the Hon'ble National Company Law Tribunal/ Governmental Authority (as defined hereinafter) as the case may be and as applicable under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the rules framed thereunder and other applicable provisions for the sanction of this Scheme.

7 Salient features of the Scheme

The salient features of the Scheme are as follows:

i. Appointed Date means the opening of business on April 01, 2026 or if the Board of the Transferor Company and the Transferee Company require any other date or the Tribunal modifies the appointed date to such other date, then the same shall be the appointed date.

ii. Effective Date means the date on which certified copies of the order passed by NCLT is filed with the Registrar of Companies, Maharashtra at Mumbai.

iii. With effect from the Appointed Date, the Transferor Company along with its Undertaking shall stand merged with and be vested and vested in or deemed to have been transferred to or vested in the Transferee Company, as a going concern, without any further act or instrument and pursuant to the provisions of Sections 230 to 232 of the Act together with all the assets, rights, liabilities, benefits and interest therein, as more specifically described in the subsequent clauses of this Scheme.

iv. It is expressly provided that in respect of such of the assets and properties of the Transferor Company as are movable in nature or incorporeal property or are otherwise capable of vesting or transfer by delivery or possession, or by endorsement and/or delivery, the same shall stand so transferred or vested by the Transferor Company upon the coming into effect of this Scheme, and shall, become the assets and property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act,.

v. With effect from the Appointed Date, debts, liabilities, duties and obligations of the Transferor Company shall, without any further act or deed, also stand transferred to the Transferee Company, pursuant to the applicable provisions of the Act, so as to become as from the Appointed Date, the liabilities, debts, duties and obligations of the Transferee Company.

vi. All the properties including freehold & leasehold properties, leases, estates, assets, rights, titles, interests, benefits, licenses, consents, allotment letters, sanctions, approvals, permissions and authorities etc. as described in Clause 1.24 (a) and (b) accrued to and/or acquired by the Transferor Company after the Appointed Date, shall have been and deemed to have accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of the Scheme, pursuant to the provisions of Sections 230 to 232 of the Act and without any further act, instrument or deed, be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to that extent and shall become the properties, leases, estates, assets, rights, titles, interests, benefits, licenses, approvals, permissions and authorities etc. of the Transferee Company.

vii. All inter party transactions between each of the Transferor Company and the Transferee Company which as may be outstanding on the Appointed Date or which may take place subsequent to the Appointed Date and prior to the Effective Date, shall be considered as intra party transactions for all purposes from the Appointed Date. Any loans or other obligations, if any, due inter-se i.e., between each of the Transferor Company and the Transferee Company as on the Appointed Date, and thereafter till the Effective Date, shall stand automatically extinguished.

viii. In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference, if any, will be quantified and adjusted in the Capital Reserve Account mentioned earlier to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

ix. With effect from the Appointed Date and up to and including the Effective Date:

(i) The Transferor Company shall be deemed to have been carrying on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Transferee Company.

(ii) The Transferor Company shall carry on its business and activities with due business prudence and diligence and shall not, without prior written consent of the Transferee Company or pursuant to any pre-existing obligation, sell transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with any part of its assets nor incur or accept or acknowledge any debt, obligation or liability except as is necessary in the ordinary course of business.

(iii) all profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by them (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company

Please note that the features set out above being only the salient features of the Scheme of Amalgamation; the Unsecured Creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

8 Valuation Report and Fairness Opinion

A copy of the Valuation Report issued by M/s KPMG Valuation Services LLP and of M/s SSPA & Co., Chartered Accountants both dated 25th November 2025 giving the recommendation of the Equity Share Exchange ratio and Non-Convertible Debenture exchange ratio in connection with the proposed merger are annexed hereto as **Annexure 7**. The Share Exchange Ratio and the Non - Convertible Debenture Exchange ratio have been set out below

The opinion with respect to the fairness of the Share Exchange Ratio and the Non-Convertible Debenture Exchange ratio has been provided by M/s Motilal Oswal Investment Advisors Limited, vide their report dated November 25th, 2025 which is annexed hereto as **Annexure 8**. As per their report:

"*Share Exchange Ratio:*

Based on our review of the valuation material made available to us in connection with the Proposed Merger, together with the information, representations and explanations provided by the Companies, and subject to the assumptions, limitations and qualifications set out in this Fairness Opinion, we are of the view that the share exchange ratio of ***25 equity shares of NDL Ventures Limited of face value ₹10 each fully paid-up for every 10 equity shares of Hinduja Leyland Finance Limited of face value ₹10 each fully paid-up****, as set out in the Scheme, is* ***fair, from a financial point of view****, to the shareholders of the Companies.*

NCD Exchange Ratio:

Based on our review of the relevant information, made available to us in connection with the Proposed Merger, together with the information, representations and explanations provided by the Companies, and subject to the assumptions, limitations and qualifications set out in this Fairness Opinion, we are of the view that the NCD exchange ratio of ***1 NCD Instrument of Hinduja Leyland Finance Limited to be converted into 1 NCD Instrument of NDL of equivalent***

terms and conditions*, as set out in the Scheme, is* ***fair, from a financial point of view****, to the NCD holders."*

9 Capital Structure Pre and Post Merger by Absorption:

9.1. Capital Structure of Transferee Company pre and post-merger by absorption is as follows:

		Pre-Scheme (as on March 31, 2026)		**Post-Scheme**	
A	**Authorised Share Capital**	**No. of Shares**	**Amount (in Rs.)**	**No. of Shares**	**Amount (in Rs.)**
	87,00,00,000	870,00,000 (Equity Shares of Rs. 10/- each)	87,00,00,000/-	2,00,00,00,000	20,00,00,00,000/-
	3,00,00,000	30,00,000 (Preference Shares of Rs. 10/- each)	3,00,00,000/-	-	-
	1,00,000	1,000 (9.50% Preference Shares of Rs. 100/- each)	1,00,000/-	-	-
	Total Authorised Share Capital	**9,00,01000**	**90,01,00,000/-**	**2,00,00,00,000**	**20,00,00,00,000/-**
B	**Issued, Subscribed and Paid up Share Capital**				
	33,67,16,210	33,671,621	33,67,16,210/-	1,39,68,55,346	13,96,85,53,460
	Total Issued, Subscribed and Paid up Share Capital	**33,671,621**	**33,67,16,210/-**	**1,39,68,55,346**	**13,96,85,53,460**

Upon the Scheme becoming effective and upon merger by absorption of Transferor Company with Transferee Company, the Transferee Company shall, without any further act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to every member of the Transferor Company whose names appear in the register of members of Transferor Company (other than to the extent of shares already held by the Transferee Company), on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title in the following proportion viz:

'25 equity shares of the face value INR 10 each of NDL shall be issued and allotted as fully paid up for every 10 equity shares of the face value of INR 10 each fully paid up held in HLFL''

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10 Pre-Scheme and post-Scheme shareholding pattern of the Transferor Company and the Transferee Company:

A. The pre-Scheme and post-Scheme shareholding pattern of the Transferor Company as on June 26, 2026 is given below:

SHAREHOLDING PATTERN OF HLFL as on 26thJune 2026

	Category of shareholder	Pre-Scheme			Post-Scheme		
		No. of shareholders	Total no. of shares	% of total no. of shares	No. of shareholders	Total no. of shares	% of total no. of shares
1)	**Indian**						
1a)	Individuals/Hindu undivided Family	0	0	0.00	0	0	0.00
1b)	Central Government/State Government(s)	0	0	0.00	0	0	0.00
1c)	Financial Institutions/Banks	0	0	0.00	0	0	0.00
1d)	Any Other	0	0	0.00	0	0	0.00
1d)	ASHOK LEYLAND LIMITED	1	33,32,46,338	61.12	0	0	0.00
	Sub-Total (A1)	**1**	**33,32,46,338**	**61.12**	**0**	**0**	**0.00**
2)	**Foreign**						
2a)	Individuals (NRI/ Foreign Individuals)	0	0	0.00	0	0	0.00
2b)	Government	0	0	0.00	0	0	0.00
2c)	Institutions	0	0	0.00	0	0	0.00
2d)	Foreign Portfolio Investor	0	0	0.00	0	0	0.00
2e)	Any Other	0	0	0.00	0	0	0.00
2e)	HINDUJA AUTOMOTIVE LIMITED	1	5,54,27,542	10.17	0	0	0.00
2e)	HINDUJA CAPITAL LIMITED	1	25,00,000	0.46			
	Sub-Total (A)(2)	**2**	**5,79,27,542**	**11.04**	**0**	**0**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**3**	**39,11,73,880**	**71.74**	**0**	**0**	**0.00**
(B)	**Institutions**						

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B1	**Institutions (Domestic)**						
(a)	Mutual Funds/ UTI	0	0	0.00	0	0	0.00
(b)	Venture Capital Funds	0	0	0.00	0	0	0.00
(c)	Alternate Investments Funds	0	0	0.00	0	0	0.00
(d)	Banks	0	0	0.00	0	0	0.00
(e)	Insurance Companies	0	0	0.00	0	0	0.00
(f)	Provident Funds / Pension Funds	0	0	0.00	0	0	0.00
(g)	Asset Reconstruction Companies	0	0	0.00	0	0	0.00
(h)	Sovereign Wealth Funds	0	0	0.00	0	0	0.00
(i)	NBFCs registered with RBI	1	5,000	0.01	0	0	0.00
(j)	Other Financial Institutions	0	0	0.00	0	0	0.00
(k)	Any Other (specify)	0	0	0.00	0	0	0.00
	CHHATISGARH INVESTMENTS LIMITED	1	18,77,888	0.34	0	0	0.00
	Sub-Total (B)(1)	**2**	**18,82,888**	**0.35**	**0**	**0**	**0.00**
B2	**Institutions (Foreign)**				0	0	0.00
(a)	Foreign Direct Investment	0	0	0.00	0	0	0.00
(b)	Foreign Venture Capital	0	0	0.00	0	0	0.00
(c)	Sovereign Wealth Funds	0	0	0.00	0	0	0.00
(d)	Foreign Portfolio Investors Category I	**7**	**13,51,43,550**	**24.78**	0	0	0.00
(d)	AFRIN DIA	1	65,00,000	1.19	0	0	0.00
(d)	EBISU GLOBAL OPPORTUNITIES FUND LIMITED	1	2,60,07,000	4.77	0	0	0.00
(d)	LGOF GLOBAL OPPORTUNITIES LIMITED	1	1,00,00,000	1.83	0	0	0.00
(d)	THE GREAT INTERNATIONAL TUSKER FUND	1	1,91,36,550	3.51	0	0	0.00
(d)	CONNECOR INVESTMENT	1	1,00,00,000	1.83	0	0	0.00

	ENTERPRISE LTD						
(d)	GLOBAL AXE INVESTMENT FUND	1	2,85,00,000	5.23	0	0	0.00
(d)	ABRIDGE INVESTMENTS LTD	1	3,50,00,000	6.42	0	0	0.00
(e)	Foreign Portfolio Investors Category II	0	0	0.00	0	0	0.00
(f)	Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0.00	0	0	0.00
(g)	Any Other (specify)	0	0	0.00	0	0	0.00
	Sub-Total (B)(2)	**7**	**13,51,43,550**	**24.78**	**0**	**0**	**0.00**
B3	**Central Government/ State Government(s)/ President of India**						
(a)	Central Government / President of India	0	0	0.00	0	0	0.00
(b)	State Government / Governor	0	0	0.00	0	0	0.00
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0.00	0	0	0.00
	Sub-Total (B)(3)	**0**	**0**	**0.00**	**0**	**0**	**0.00**
B4	**Non-Institutions**						
(a)	Associate companies / Subsidiaries	0.00	0.00	0.00	0.00	0.00	0.00
(b)	Directors and their relatives (excluding independent directors and nominee directors)	1	2,55,833	0.05	0.00	0.00	0.00
(c)	Key Managerial Personnel	0.00	0.00	0.00	0.00	0.00	0.00
(d)	Relatives of promoters (other than ‘immediate	0	0	0.00	0.00	0.00	0.00

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	relatives' of promoters disclosed under 'Promoter and Promoter Group' category)						
(e)	Trusts where any person belonging to Promoter and Promoter Group category is trustee, beneficiary, or author of the trust	0	0	0.00	0.00	0.00	0.00
(f)	Investor Education and Protection Fund (IEPF)	0	0	0.00	0.00	0.00	0.00
(g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1552	28,76,364	0.53	0.00	0.00	0.00
(h)	Resident Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.	83	41,56,582	0.76	0.00	0.00	0.00
(i)	Non-Resident Indians (NRIs) and NRNs	51	17,18,229	0.32	0.00	0.00	0.00
(j)	Foreign Nationals	0	0	0.00	0.00	0.00	0.00
(k)	Foreign Companies	1	69,525	0.01	0.00	0.00	0.00
(l)	Bodies Corporate	72	47,63,194	0.87	0.00	0.00	0.00
(m)	Any Other (Specify)	0	0	0.00	0.00	0.00	0.00
(m)	HUF	61	1,33,606	0.02	0.00	0.00	0.00
(m)	TRUSTS	2	20,000	0.00	0.00	0.00	0.00
(m)	ESOPs	39	30,79,839	0.56	0.00	0.00	0.00
	Sub-Total (B)(4)	**1862**	**1,70,73,172**	**3.13**	**0.00**	**0.00**	**0.00**
	Total Public Shareholding (B) = (B)(1)+(B)(2) +(B)(3))+(B)(4)	**1871**	**15,40,99,610**	**28.26**	**0.00**	**0.00**	**0.00**
(C)	**Non Promoter - Non Public Shareholder**						
C1	Custodian/ DR Holder	0	0	0.00	0.00	0.00	0.00
	Sub -Total (C)(1)	**0**	**0**	**0.00**	**0.00**	**0.00**	**0.00**

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C2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,2021	0	0	0.00	0.00	0.00	0.00
	Sub -Total (C)(2)	**0**	**0**	**0.00**	**0.00**	**0.00**	**0.00**
	Total Non-Promoter-Non-Public Shareholding (C) = (C)(1) + (C)(2)	**0**	**0**	**0.00**	**0.00**	**0.00**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**1874**	**54,52,73,490**	**100.00**	**0.00**	**0.00**	**0.00**

B. The pre-Scheme and post- Scheme (projected) shareholding pattern of the Equity Shares of the Transferee Company as on June 26, 2026 is given below:

PRE & POST SHAREHOLDING PATTERN OF NDL as on 26th June 2026

	Category of shareholder	Pre-Scheme			Post-Scheme		
		No. of shareholders	Total no. of shares	% of total no. of shares	No. of shareholders	Total no. of shares	% of total no. of shares
(A)	Promoter & Promoter Group						
(A)(1)	Indian						
(1a)	Individuals/Hindu undivided Family						
(1a)	A P HINDUJA HUF	1	81,490	0.24	1	81,490	0.01
(1a)	ASHOK PARMANAND HINDUJA	1	7,45,476	2.21	1	7,45,476	0.05
(1a)	HARSHA ASHOK HINDUJA	1	7,33,790	2.18	1	7,33,790	0.05
(1a)	AMBIKA ASHOK HINDUJA	1	2,65,862	0.79	1	2,65,862	0.02
(1a)	ASHOK P HINDUJA	1	1,15,369	0.34	1	1,15,369	0.01
(1a)	SHOM ASHOK HINDUJA	1	2,10,010	0.62	1	2,10,010	0.02

(1a)	VINOO SRICHAND HINDUJA	1	61,065	0.18	1	61,065	0.00
(1a)	SHANOO S. MUKHI	1	955	0	1	955	0.00
(1b)	Central Government/State Government(s)	0	0	0	0	0	0.00
(1c)	Financial Institutions/Banks	0	0	0	0	0	0.00
(1d)	Any Other						
(1d)	HINDUJA GROUP LIMITED	1	1,42,03,435	42.18	1	1,42,03,435	1.02
(1d)	HINDUJA REALTY VENTURES LIMITED	1	24,88,509	7.39	1	24,88,509	0.18
(1d)	HINDUJA PROPERTIES LIMITED	1	2,12,843	0.63	1	2,12,843	0.02
(1d)	ASHOK LEYLAND LIMITED	0	0	0	1	83,31,15,845	59.64
	Sub-Total (A)(1)	**11**	**1,91,18,804**	**56.78**	**12**	**85,22,34,649**	**61.01**
(A)(2)	**Foreign**						
(2a)	Individuals (NRI/ Foreign Individuals)	0	0	0	0	0	0.00
(2b)	Government	0	0	0	0	0	0.00
(2c)	Institutions	0	0	0	0	0	0.00
(2d)	Foreign Portfolio Investor	0	0	0	0	0	0.00
(2e)	Any Other	0	0	0	0	0	0.00
(2e)	AMAS MAURITIUS LIMITED	1	31,70,530	9.42	1	31,70,530	0.23
(2e)	HINDUJA AUTOMOTIVE LIMITED	0	0	0	1	13,85,68,855	9.92
(2e)	HINDUJA CAPITAL LIMITED	0	0	0	1	62,50,000	0.45
	Sub-Total (A)(2)	**1**	**31,70,530**	**9.42**	**3**	**14,79,89,385**	**10.59**

	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**12**	**2,22,89,334**	**66.20**	**15**	**1,00,02,24,034**	**71.61**
(B)	**Public**						
(B)(1)	**Institutions (Domestic)**						
(1a)	Mutual Funds/ UTI	0	0	0	0	0	0.00
(1b)	Venture Capital Funds	0	0	0	0	0	0.00
(1c)	Alternate Investments Funds	0	0	0	0	0	0.00
(1d)	Banks	0	0	0	0	0	0.00
(1e)	Insurance Companies	0	0	0	0	0	0.00
(1f)	Provident Funds / Pension Funds	0	0	0	0	0	0.00
(1g)	Asset Reconstruction Companies	0	0	0	0	0	0.00
(1h)	Sovereign Wealth Funds	0	0	0	0	0	0.00
(1i)	NBFCs registered with RBI	3	13,889	0.04	4	26,389	0.00
(1j)	Other Financial Institutions	0	0	0	0	0	0.00
(1k)	Any Other	0	0	0	0	0	0.00
(1k)	CHHATISGARH INVESTMENTS LIMITED	0	0	0	1	46,94,720	0.34
	Sub-Total (B)(1)	**3**	**13,889**	**0.04**	**5**	**47,21,109**	**0.34**
(B)(2)	**Institutions (Foreign)**						
(2a)	Foreign Direct Investment	0	0	0	0	0	0.00
(2b)	Foreign Venture Capital	0	0	0	0	0	0.00
(2c)	Sovereign Wealth Funds	0	0	0	0	0	0.00
(2d)	Foreign Portfolio Investors Category I (Including BRIDGE INDIA FUND, UNICO	5	12,77,530	3.79	5	12,77,530	0.09

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	GLOBAL OPPORTUNITIES FUND LIMITED)						
(2d)	AFRIN DIA	0	0	0	1	1,62,50,000	1.16
(2d)	EBISU GLOBAL OPPORTUNITIES FUND LIMITED	0	0	0	1	6,50,17,500	4.65
(2d)	LGOF GLOBAL OPPORTUNITIES LIMITED	0	0	0	1	2,50,00,000	1.79
(2d)	THE GREAT INTERNATIONAL TUSKER FUND	0	0	0	1	4,78,41,375	3.42
(2d)	CONNECOR INVESTMENT ENTERPRISE LTD	0	0	0	1	2,50,00,000	1.79
(2d)	GLOBAL AXE INVESTMENT FUND	0	0	0	1	7,12,50,000	5.10
(2d)	ABRIDGE INVESTMENTS LTD	0	0	0	1	8,75,00,000	6.26
(2e)	Foreign Portfolio Investors Category II (LEGENDS GLOBAL OPPORTUNITIES (SINGAPORE) PTE. LTD.)	1	5,35,643	1.59	1	5,35,643	0.04
(2f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00
(2g)	Any Other	0	0	0	0	0	0.00
	Sub-Total (B)(2)	**6**	**18,13,173**	**5.38**	**13**	**33,96,72,048**	**24.32**
(B)(3)	**Central Government/ State Government(s)/ President of India**						
(3a)	Central Government / President of India	0	0	0	0	0	0.00
(3b)	State Government / Governor	0	0	0	0	0	0.00

(3c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	1	5	0	1	5	0.00
	Sub-Total (B)(3)	**1**	**5**	**0**	**1**	**5**	**0.00**
(B)(4)	**Non-Institutions**						
(4a)	Associate companies / Subsidiaries	0	0	0	0	0	0.00
(4b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	2	8,04,157.50	0.06
(4c)	Key Managerial Personnel	0	0	0	0	0	0.00
(4d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0	0	0	0.00
(4e)	Trusts where any person belonging to Promoter and Promoter Group category is trustee, beneficiary, or author of the trust	0	0	0	0	0	0.00
(4f)	Investor Education and Protection Fund (IEPF)	1	14,988	0.04	1	14,988	0.00
(4g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	9,597	28,53,136	8.47	11,148	98,79,471	0.71
(4h)	Resident Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.	30	26,49,700	7.87	113	1,30,41,155	0.93
(4i)	Non-Resident Indians (NRIs) and NRNs	154	86,253	0.26	205	43,81,825.5	0.31

(4j)	Foreign Nationals	11	3,885	0.01	11	3,885	0.00
(4k)	Foreign Companies	4	29,63,155	8.8	5	31,36,967.50	0.22
(4l)	Bodies Corporate	98	5,49,570	1.63	170	1,24,57,555	0.89
(4m)	Any Other						
(4m)	CLEARING MEMBERS	1	750	0	1	750	0.00
(4m)	HUF	275	4,33,772	1.29	336	7,67,787	0.05
(4m)	TRUSTS	1	11	0	3	50,011	0.00
(4m)	ESOPs	0	0	0	39	76,99,597.50	0.55
	Sub-Total (B)(4)	**10172**	**95,55,220**	**28.38**	**12034**	**5,22,38,150**	**3.74**
	Total Public Shareholding (B) = (B)(1)+(B)(2) +(B)(3))+(B)(4)	**10182**	**1,13,82,287**	**33.8**	**12053**	**39,66,31,312**	**28.39**
(C)	**Non Promoter - Non Public Shareholder**						
(C)(1)	Custodian/ DR Holder	0	0	0	0	0	0.00
	Sub -Total (C)(1)	**0**	**0**	**0**	**0**	**0**	**0.00**
(C)(2)	**Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,2021**	0	0	0	0	0	0.00
	Sub -Total (C)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**
	Total Non-Promoter-Non-Public Shareholding (C) = (C)(1) + (C)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**
	GRAND TOTAL (A)+(B)+(C)	**10194**	**3,36,71,621**	**100**	**12068**	**1,39,68,55,346**	**100.00**

11 Extent of Shareholding of Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel (**KMPs**') of the Transferor Company and the Transferee Company, or their relatives, have any material interest in the Scheme except to the extent of shares held by them in the Applicant Companies. The shareholding of the said Directors and KMPs is provided hereinbelow. The effect of the Scheme on interests of the Directors and KMPs and their relatives, is not any different from the effect of the Scheme on like interests of other persons. The shareholding of the present Directors and KMPs of the Transferor Company and the Transferee Company, as on the appointed date, is as under:

11.1 Shareholding of Directors and Key Managerial Personnel of Transferor Company as on June 26, 2026 in the Transferor Company and the Transferee Company are as follows:

Sr. No.	Name of the Directors and KMP	Designation	Equity Shares in HLFL	Equity Shares in NDL
1.	Mr. Dheeraj Gopichand Hinduja	Chairman and Non-Executive Director	Nil	Nil
2.	Mr. Gopalasamudram Srinivasaraghavan Sundararajan	Non-Executive Independent Director	Nil	Nil
3.	Mr. Manju Agarwal	Non-Executive Independent Director	Nil	Nil
4.	Mr. Sachin Pillai	Managing Director and Chief Executive Officer	2,55,833 shares	Nil
5.	Dr. Mandeep Maitra	Non-Executive Independent Director	Nil	Nil
6.	Mr. Kidambi Mani Balaji	Non-Executive Director	Nil	Nil
7.	Mr. Sridharan Kesavan	Non-Executive Independent Director	Nil	Nil
8.	Ms. Srividhya Ramasamy	Company Secretary	Nill	Nil
9.	Mr. Prateek Parekh	Chief Financial Officer	Nil	Nil

11.2 Shareholding of Directors and Key Managerial Personnel of Transferee Company as on June 26, 2026 in the Transferor Company and the Transferee Company are as follows:

Sr. No.	Name of the Directors and KMP	Designation	Equity Shares in HLFL	Equity Shares in NDL
1.	Mr. Sudhanshu Tripathi	Non-Executive Non Independent Director	65,830 shares	Nil
2.	Mr. Munesh Khanna	Non-Executive Independent Director	Nil	Nil
3.	Mr. Amar Chintopanth	Whole Time Director & Chief Financial Officer	Nil	Nil
4.	Mr. Sachin Pillai	Non-Executive Director	2,55,833 shares	Nil

HINDUJA LEYLAND FINANCE LIMITED

CIN- U65993MH2008PLC384221

Registered Office: Plot No. C-21, Tower C (1-3 floors), G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

5.	Mr. Debabrata Sarkar	Non-Executive Independent Director	Nil	Nil
6.	Ms. Vandana Jaisingh	Non-Executive Independent Director	Nil	Nil
7.	Ms. Sumati Sharma	Company Secretary	Nil	Nil

12 **Disclosure about the effect of the Scheme:**

Effect of the Scheme on the Transferor Company:	
(a) Key Managerial Personnel;	Please refer Page No. 2 of Annexure-5.i. – Report adopted by Board of Directors for the effect of the Scheme on HLFL
(b) Directors;	
(c) Promoters;	
(d) Non-Promoter Members;	
(e) Depositors;	*No Adverse Effect*
(f) Creditors;	*No Adverse Effect*
(g) Debenture Holders;	*No Adverse Effect*
(h) Deposit Trustee and Debenture Trustee;	*Not Applicable*
(i) Employees	*No Adverse Effect*

Effect of the Scheme on the Transferee Company:	
(a) Key Managerial Personnel;	Please refer Page No. 2 of Annexure-6.i. – Report adopted by Board of Directors for the effect of the Scheme on NDL
(b) Directors;	
(c) Promoters;	
(d) Non-Promoter Members;	
(e) Depositors;	*No Adverse Effect*
(f) Creditors;	*No Adverse Effect*
(g) Debenture Holders;	*No Adverse Effect*
(h) Deposit Trustee and Debenture Trustee;	*Not Applicable*
(ii) Employees	*No Adverse Effect*

13 **Relationship Between the Companies Involved in the Scheme:**

Hinduja Leyland Finance Limited and NDL Ventures Limited are not related or associated directly or indirectly in any manner with the Promoter/Director/KMP or their immediate relatives of NDL/ HLFL or their subsidiaries/associates/ group companies/ related entities.

14 **Details of Debt Restructuring:**

There shall be no debt restructuring of the Transferor Company and Transferee Company pursuant to the Scheme.

15 Details of Unsecured Creditors

15.1 Unsecured Creditors of the Transferor Company:

As on March 31, 2026, the Transferor Company has unsecured creditors of value of Rs. 5322,83,00,000/- (Rupees Five Thousand Three Hundred Twenty Two Crores Eighty Three Lakhs only) which includes an amount of Rs 4314,00,00,000/- (Rupees Four Thousand Three Hundred Fourteen Crores only) in nature of Unsecured Non-Convertible Debentures ('NCD's'), PDI and subordinated Debts.

15.2 Unsecured Creditors of the Transferee Company:

As on March 31, 2026, the Transferee Company has unsecured creditors of value of Rs. 8,77,159/- (Rupees Eight Lakhs Seventy Seven Thousand One Hundred and Fifty Nine only) payable to (3) three unsecured creditors of the Transferee Company.

16 Disclosures made by the Transferee Company on the Observations as per letter issued by BSE dated May 18, 2026 and NSE dated May 22, 2026 are as under:

16.1 In the interest of ensuring transparency and informed decision making by public shareholders, transferee company to prominently disclose following information on the very first page of the notice convening shareholders meeting for approval of scheme of arrangement (in bold text and highlighted for visibility) and in all the further communications to the public shareholders:

Category	**Pre-Scheme Shareholding (%)**	**Post-Scheme Shareholding (%)**	**Change (%)**
Promoter / Promoter Group	66.20	71.61	+ 5.41
Public Shareholders	33.80	28.39	- 5.41

It may be noted that implementation of scheme shall result in increase in the shareholding of Promoter/Promoter Group from 66.20% to 71.61%. Shareholders may also note that approval of the shareholders to scheme of merger would also result in them agreeing to increase in shareholding of promoters on implementation of the scheme. Therefore, investors should read all the scheme related documents before exercising their voting rights.

The above disclosure shall also be accompanied by a brief explanation regarding the reasons for the increase in shareholding of Promoter/Promoter Group and its impact on the public shareholders in terms of their rights and value of their holding in the Company. Details of assets, liabilities, net worth and revenue of the companies involved, pre and post scheme. – The details are as follows:

Brief explanation regarding the reasons for the increase in shareholding of Promoter/Promoter Group – Upon the Scheme becoming effective, all shareholders of the Transferor Company shall become shareholders of the Transferee Company. Pursuant to the share swap ratio of 2.5:1, shares of the Transferee Company shall be allotted to the shareholders of the Transferor Company. Consequently, the promoters of the Transferor Company will hold an increased stake in the Transferee Company owing to the agreed share exchange ratio.

Impact on the public shareholders in terms of their rights and value of their holding in the Company – The Scheme will not adversely affect the rights or interest of public shareholders of the Transferor Company and Transferee Company.

16.2 **Impact of scheme on revenue generating capacity of Transferee Company**. - The revenue of the transferor company shall become the revenue of the transferee company since the transferee company has interest income and have no operational business.

16.3 **Need and Rationale of the scheme, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme a mentioned aforesaid at Point No. 6 in the Explanatory Statement.**

16.4 **The Transferor Company shall transfer the assets of Rs. 59,75,289 lakhs and liabilities of Rs. 51,08,760 lakhs to the Transferee Company as on April 01, 2026.**

16.5 **Valuation report dated November 25, 2025 jointly issued by M/s. KPMG Valuation Services LLP and SSPA & Co., Chartered Accountants is annexed hereto and marked as Annexure7. There is no addendum to the Valuation Report dated November 25, 2025.**

16.6 **Details of Revenue, PAT and EBIDTA of all the companies involved in the Scheme for last 3 years along with Audited financials for the last three years of all the entities involved in the scheme are annexed hereto as Annexure 18.**

16.7 **The Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.**

16.8 **In any event of any preferential allotment by the Company leading to any change in the issued, subscribed and paid-up capital of the Company, resulting in the change in the swap ratio or valuation of the Company, then the Company shall approach BSE and SEBI for approval of the Scheme.**

16.9 **Undertaking with respect to the association of the promoter and promoter group of the entities involved in the scheme with the public shareholders is annexed hereto and marked as Annexure 19.**

16.10 **Conditions imposed by lenders of the Transferor Company are annexed hereto and marked as Annexure 20. There are no secured creditors of the Transferee Company, hence not applicable.**

16.11 **The latest audited financials of the Transferor Company and Transferee Company are annexed hereto and marked as 'Annexure 3 and 'Annexure 4. In furtherance, the audited financial results for the year ended March 31, 2026 of the Transferee Company & Transferor Company have been updated on the Transferee Company's website i.e. www.ndlventures.in and Transferor Company's website i.e., www.hindujaleylandfinance.com**

16.12 Details of shareholders of Transferor Company and their classification as Promoters and Public shareholders in Transferee Company post scheme is annexed hereto and marked as Annexure 21.

16.13 Pre and Post Scheme shareholding of the Transferor Company and Transferee Company as on June 26, 2026 is as given in Point No. 10 in Explanatory Statement. There are no changes in the overall shareholding of both the Applicant Companies except increase in the ESOP shareholding in Transferor Company, from date of filing the Scheme to the date of sending Notice to the Shareholders.

16.14 The details of pending actions against the Transferor Company, its promoters / directors / KMPs are given in abridged prospectus marked as Annexure 13. There are no pending actions against the Transferee Company its promoters / directors / KMPs.

17 General

a) The Scheme is not prejudicial to the interests of the members of the Transferor Company.

b) The Directors of the Transferor Company have no material interest in the Scheme except as shareholders in general, the extent of which will appear from the Register of Directors maintained by the Transferor Company.

c) There are no winding up proceedings pending against the Transferor Company as of date.

d) No investigation or proceedings have been instituted or are pending in relation to the Transferor Company under Section 235 to 251 and the like of the Act and corresponding provisions of Companies Act, 2013 notified thereto.

e) In the event of the Scheme not being sanctioned by the Tribunal and/or the order or orders not being passed as aforesaid, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

f) Inspection of the following documents will be open for the Unsecured Creditors of the Transferor Company at the registered office of the Transferor Company between 11:00 a.m. and 1:00 p.m. on all working days (except Saturday and Sunday) upto 48 hours prior to the date of the Meeting

i) Papers and Proceedings in Company Application No. 107 /MB/ 2026 including certified copy of the Order dated June 17, 2026 of the National Company Law Tribunal, Mumbai Bench, in the said Company Application directing the convening and holding of the Meeting of the Unsecured Creditors of the Transferor Company.
ii) Scheme of Merger by Absorption
iii) Copies of the Board Resolution of the Transferor Company and the Transferee Company each dated November 25, 2025 approving the Scheme.
iv) Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company.
v) Audited Financial Statements of the Transferor Company and the Transferee Company.as on March 31, 2026

vi) Valuation Report issued by M/s. KPMG Valuation Services LLP dated November 25, 2025 and Fairness Opinion dated November 25, 2025 issued by M/s. Motilal Oswal Investment Advisors Limited.

vii) Certificate issued by M/s. ASA & Associates LLP, Chartered Accountants and M/s. R Subramanian and Company LLP, Chartered Accountants Statutory Auditors of the Transferor Company confirming the Accounting Treatment proposed in the Scheme dated November 25, 2025

viii) Certificate issued by S K Patodia & Associates LLP, Chartered Accountants Statutory Auditors of the Transferee Company confirming the Accounting Treatment proposed in the Scheme dated November 25, 2025

ix) No Objection Certificate issued by RBI dated August 08, 2025 and an extension letter dated February 05, 2026 issued to Hinduja Leyland Finance Limited

g) This statement may be treated as an Explanatory Statement pursuant to Section 230(3) read with Section 102 of the Act read with Rule 6 of CAA Rules and any other applicable provisions of the Act and the Rules made thereunder.

h) A copy of the Scheme, Explanatory Statement, may be obtained free of charge on any working day (except Saturday and Sunday) upto 48 hours prior to the date of the Meeting between 11:00 a.m. and 1:00 p.m. from the registered office of the Transferor Company situated at Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051.

Sd/-
Devi Prasad Semwal, IRS (Retd.)
Chairperson appointed for the Meeting

Place: Greater Noida
Date: July 04, 2026
CIN: U65993MH2008PLC384221
Registered Office: Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400051