



HINDUJA LEYLAND FINANCE

To

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

Dear Sir/ Madam,

Sub: Compliance Report

It is hereby certified that the scheme of arrangement involving Hinduja Leyland Finance Limited and NDL Ventures Limited (*Formerly known as NXTDIGITAL Limited*) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	Yes, complied since it does not violate, override or limit the provisions of securities laws or the requirements of the stock exchange (s).
2.	Submission of Valuation Report	Yes	Complied and the valuation report attached.
3.	Submission of Fairness opinion	Yes	Complied and the Fairness Opinion attached.
4.	Submission of documents to Stock Exchange(s)	Yes	Complied
5.	Disclosures in the Scheme of Arrangement	Yes	Complied
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	Yes	Complied
7.	Grievance redress/ Report on Complaints/ Comments	To be filed post filing of scheme	The Company undertakes to file the report on complaints in prescribed format as per Para (A)(7) of Part I of Annexure – XII – C of SEBI Debt Circular applicable on entities with listed NCDs.
8.	Conditions for schemes of arrangement involving unlisted entities	Not applicable	Scheme of arrangement does

HINDUJA LEYLAND FINANCE LIMITED

Corporate Office : No. 27A, Developed Industrial Estate, Guindy, Chennai - 600 032. Tel : (044) 22427525, 22427555
Registered Office : Plot No. C-21, Tower C (1-3 floors), G Block, Bandra, Kurla Complex, Bandra (E), Mumbai - 400051.
Tel : 91-22-6136-0407; 91-22-2496-0707
Website : www.hindujaleylandfinance.com
CIN : U65993MH2008PLC384221 • Email : compliance@hindujaleylandfinance.com



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Sr. No	Particulars	Whether complied (YES/NO)	Remarks
			not involve any unlisted entities.
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	Auditor's certificate regarding payment/ repayment capacity will be provided by NDL Ventures Limited (Resultant Entity). The auditors' certificate on compliance with accounting standards by Hinduja Leyland Finance Limited (Transferor Company) is attached.

For Hinduja Leyland Finance Limited

Srividhya Ramasamy
Company Secretary and Compliance Officer
M. No. - A22261
Date: December 05, 2025
Place: Chennai

Sachin Pillai
Managing Director and Chief Executive Officer
DIN: 06400793

Certified that the accounting treatment provided in the proposed scheme of arrangement involving Hinduja Leyland Finance Limited and NDL Ventures Limited (*Formerly known as NXTDIGITAL Limited*) are in compliance with all the Accounting Standards applicable to a listed entity.

For Hinduja Leyland Finance Limited

Vikas Jain
Chief Financial Officer

Sachin Pillai
Managing Director and Chief Executive Officer
DIN: 06400793



Date: December 05, 2025
Place: Chennai

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