

November 25, 2022

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Company Scrip Code: 500189
Through: BSE Listing Centre

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex, Bandra
(East), Mumbai- 400 051
Company Script Code: NXTDIGITAL
Through: NEAPS/Digital Exchange

Dear Sir/ Madam,

Sub: Outcome of the Board Meeting held on November 25, 2022.
Ref: Scheme of Merger by Absorption (“Scheme”) under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 for the merger of Hinduja Leyland Finance Limited into NXTDIGITAL Limited.

This is with reference to our earlier letter dated August 16, 2022, wherein it was informed to the Stock Exchanges that the Board of Directors at their meeting held on August 16, 2022 had accorded approval for merger of Hinduja Leyland Finance Limited (HLFL) with NXTDIGITAL Limited (NDL) along with requisite annexure.

Pursuant to the new circular issued on September 28, 2022 by the National Stock Exchange of India Limited and on November 1, 2022 by BSE Limited, specifying revised Standard Operating Procedure (SOP) on application filed under Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the Scheme of Arrangements, the Board of Directors of the Company at their meeting held today i.e November 25, 2022, have unanimously approved the Scheme of Merger by Absorption under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment or amendment thereof), for the merger by absorption of Hinduja Leyland Finance Limited (the Transferor Company) into NXTDIGITAL Limited (the Transferee Company) considering fresh financials, valuation reports etc.

The Scheme, inter alia, provides for merger of the Transferor Company along with its Undertaking, as defined in the Scheme, shall stand merged with and be vested in the Transferee Company, as a going concern, together with all the properties, assets, rights, liabilities, benefits and interest therein, as more specifically described in the Scheme

As a consideration for the said Scheme, 25 (Twenty-Five) equity shares of the face value Rs. 10/- each of NDL shall be issued and allotted as fully paid up for every 10 (Ten) equity shares of the face value of Rs. 10/- each fully paid up held in HLFL to the eligible shareholder as at the Record Date, which will be announced subsequently.

The said Scheme would be subject to requisite approvals of the shareholders of the Company consent of Stock Exchanges, Securities and Exchange Board of India (SEBI), and /or any other regulatory bodies, as case may be and the sanction of the National Company Law Tribunal (“NCLT”) or such other competent authority as may be applicable.

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The detailed disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed herewith as **Annexure I**.

The above intimation is under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Request you to kindly take the above on your records.

Thanking you,

Yours Faithfully
For NXTDIGITAL Limited

Ashish Pandey
Company Secretary

Encl: as stated above.

Annexure I

Scheme of Merger by Absorption under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment or amendment thereof), for the merger by absorption of Hinduja Leyland Finance Limited (the Transferor Company) into NXTDIGITAL Limited (the Transferee Company).

Sr. No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Details of the Transferee Company:</p> <p>Name of Transferee Company: NXTDIGITAL LIMITED</p> <p>Brief Details of Transferee Company:</p> <p>NXTDIGITAL LIMITED, a public limited company incorporated under the provisions of the Companies Act, 1956 on July 18, 1995 in the State of Maharashtra and listed at BSE Limited & National Stock Exchange of India Limited. The Company is engaged into the business providing services of Digital, Media & Communications and real estate. In the financial year ended March 31, 2022, total income from operation was Rs. 763.80 Crores and net -worth of the Company was Rs. 468.92 Crores.</p> <p>Details of the Transferor Company:</p> <p>Name of the Transferor Company: HINDUJA LEYLAND FINANCE LIMITED</p> <p>Brief Details of Transferor Company:</p> <p>HINDUJA LEYLAND FINANCE LIMITED, is an unlisted public company, incorporated 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 on March 22, 2010.</p> <p>Hinduja Leyland Finance Limited provides financial services. The Company offers loans for commercial and personal vehicles including tractors, cars, and multi-utility vehicles. In the Financial Year ended March 31, 2022, total income from operation was Rs. 2,668.51 Crores and net -worth of the Company was Rs. 3,851.64 Crores.</p>
2.	Whether the transaction would fall within related party transactions? If yes,	No, transaction does not fall within related party transaction.

	whether the same is done at “arm’s length”;	
3.	Area of business of the entity(ies);	<p>Area of business of Transferee Company – NXTDIGITAL LIMITED:</p> <p>The Transferee Company was earlier engaged in the business of providing services of Digital, Media & Communications. Post demerger of Digital, Media & Communications business under the Scheme of Arrangement approved by Hon’ble NCLT vide its Order dated November 11, 2022 and current proposed scheme of merger, the Company has amended its Memorandum of Association to enable it to carry on business of financial services.</p> <p>Area of business of Transferor Company – HINDUJA LEYLAND FINANCE LIMITED:</p> <p>The Transferor Company provides financial services as NBFC. The Company offers loans for commercial and personal vehicles including tractors, cars, and multi-utility vehicles.</p>
4.	Rationale for merger	<p>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 amalgamation 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. The Transferor Company and the Transferee Company believe that the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies and other stakeholders of respective companies, inter-alia, on account of the following reasons:</p> <ol style="list-style-type: none"> a) The proposed merger will also provide scope for value unlocking for shareholders given that the business of Transferor Company have achieved scale and each of the said business may attract different set of investors in the Transferee Company; b) Integration of business operations and enable the Transferee Company and provide significant impetus to its growth;

		<ul style="list-style-type: none"> c) Greater efficiency in cash management of the merged entity, and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund growth opportunities; d) Garner the benefits arising out of economies of large scale and lower operating costs; e) Pooling and rationalization of talents in terms of manpower, management, administration etc. to result in savings of costs; f) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost; g) Integrated operational and marketing strategies, inter-transfer of resources / costs will result in optimum utilization of assets; h) Merger will result in increase in net worth of Transferee Company, which will facilitate effective and fast mobilization of financial resources for meeting increased capital expenditure; i) Merger shall result in efficient and focused management control and system. <p>There is no adverse effect of Scheme on the directors, key management 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</p> <p>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.</p>
5.	Brief details of change in shareholding pattern (if any) of all entities; *	<p>Post-merger, there will be change in shareholding pattern of Transferee Company after issuing shares to the shareholders of Transferor Company pursuant to the Scheme of Arrangement as detailed hereunder:</p> <p>Upon the Scheme becoming effective, the Transferee Company shall issue and allot to every member of the Transferor Company, Equity Shares having face value of Rs. 10 each, as fully paid-up, on a date to be fixed by the Board of Directors of the Transferee Company, in the following manner based on the Independent Registered Valuer's Report/Share Exchange Ratio</p>

		<p>Report of M/s SSPA & Co., Chartered Accountants and M/s KPMG Valuation Services LLP:</p> <p>25 (Twenty-Five) equity shares of the face value Rs. 10/- each of NDL shall be issued and allotted as fully paid up for every 10 (Ten) equity shares of the face value of Rs. 10/- each fully paid up held in HLFL</p> <p>Post-merger, there will be no change in the shareholding pattern of Transferor Company.</p>
6.	In case of cash consideration – amount or otherwise share exchange ratio;	<p>No cash consideration is involved in the Scheme.</p> <p>Share Exchange Ratio for merger:</p> <p>As per Valuation Reports issued by Independent Registered Valuers M/S. SSPA & Co., Chartered Accountants and M/s KPMG Valuation Services LLP, share exchange ratio is as under:</p> <p>25 (Twenty-Five) equity shares of the face value Rs. 10/- each of NDL shall be issued and allotted as fully paid up for every 10 (Ten) equity shares of the face value of Rs. 10/- each fully paid up held in HLFL.</p>