April 30, 2025

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: NDLVENTURE
Through: NEAPS

Dear Sir / Madam,

Sub.: Integrated Filing (Financial) for the quarter and financial year ended March 31, 2025

Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31 2024, read with BSE Circular No. 20250102-4 and NSE Circular No. NSE/CML/2025/02 dated January 2, 2025, we are submitting herewith the Integrated Filing (Financial) for the quarter and financial year ended March 31, 2025.

This is for your information and record.

Thanking you,
Yours faithfully,

For NDL Ventures Limited

(Formerly known as NXTDIGITAL Limited)

Sumati Sharma

Company Secretary & Compliance Officer

M. No. - 51019

Independent Auditor's Report on Quarterly and Year to Date Audited Financial Results of NDL Ventures Limited (Formerly known as NXTDIGITAL Limited) for the year ended March 31, 2025 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

To
The Board of Directors of NDL Ventures Limited
(Formerly known as NXTDIGITAL Limited)

Opinion

1. We have audited the accompanying statement of quarterly and year to date financial results of NDL Ventures Limited (hereinafter referred to as the "Company") for the year ended March 31, 2025 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial results:

   2.1 is presented in accordance with the requirements of the Listing Regulations in this regard; and

   2.2 gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended to the extent applicable, and other accounting principles generally accepted in India, of net profit and total comprehensive income and other financial information of the Company for the year ended March 31, 2025.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the financial results for the year ended March 31, 2025, section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management and Board of Directors' Responsibilities for the Financial Results

4. This Statement, which includes the financial results is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the annual financial statements for the year ended March 31, 2025. The Company's Board of Directors are responsible for the preparation and presentation of this Statement that gives a true and fair view of the net profit and total comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations. This responsibility also

includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

5. In preparing the financial results, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

6. The Board of Directors are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Results

7. Our objectives are to obtain reasonable assurance about whether the financial results as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   8.1 Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

   8.2 Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

   8.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

   8.4 Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

   8.5 Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.



8.6 Obtain sufficient appropriate audit evidence regarding the financial results of the Company to express an opinion on the financial results.

9. Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and ii) to evaluate the effect of any identified misstatements in the Statement.

10. We communicate with those charged with governance of the Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

12. The Statement includes the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" which were subject to limited review by us. Our opinion on the Statement is not modified in respect of the above matter.

Yours Sincerely

For **S K Patodia & Associates LLP**
Chartered Accountants
Firm Reg. No.: 112723W/W100962



Ankush Goyal
Partner
Membership No.: 146017
UDIN: 25146017BNUHLI4439

Place: Mumbai
Date: April 29, 2025

NDL Ventures Limited (Formerly known as NXTDIGITAL Limited)
CIN: L65100MH1985PLC036896
Regd. Office : IN CENTRE, 49/50, MIDC, 12th Road, Andheri (E), Mumbai 400 093
Website: www.ndlventures.in, Email ID: investors@ndlventures.in

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025

(₹ in lakhs)

S. No.	Particulars	Quarter ended			Year ended	
		March 31, 2025 (Audited)	December 31, 2024 (Unaudited)	March 31, 2024 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited)
1	**Income**					
	(a) Revenue from operations	-	-	-	-	-
	(b) Other income	113.61	116.70	149.70	494.31	590.15
	Total Income	**113.61**	**116.70**	**149.70**	**494.31**	**590.15**
2	**Expenses**					
	(a) Purchase of stock-in-trade	-	-	-	-	-
	(b) Change in inventories of stock-in-trade	-	-	-	-	-
	(c) Operational expenses	-	-	-	-	-
	(d) Employee benefits expense	40.13	50.75	51.31	193.59	204.29
	(e) Finance costs	-	-	-	-	-
	(f) Depreciation and amortisation expense	-	-	-	-	-
	(g) Other expenses	52.37	55.88	70.53	196.87	205.75
	Total Expenses	**92.50**	**106.63**	**121.84**	**390.46**	**410.04**
3	**Profit / (Loss) before exceptional items and tax**	**21.11**	**10.07**	**27.86**	**103.85**	**180.11**
4	Exceptional items	-	-	-	-	-
5	**Profit / (Loss) before tax**	**21.11**	**10.07**	**27.86**	**103.85**	**180.11**
6	**Tax expenses (net)**					
	(a) Current tax	5.99	2.91	8.64	25.48	31.55
	(b) Deferred tax	1.12	0.57	(13.02)	19.29	(13.02)
	Total Tax Expenses (net)	**7.11**	**3.48**	**(4.38)**	**44.77**	**18.53**
7	**Net Profit / (Loss) after tax**	**14.00**	**6.59**	**32.24**	**59.08**	**161.58**
8	**Other comprehensive income (OCI)**					
	A. Items that will not be reclassified to profit or loss:					
	(a) Re-measurement of defined benefit plans	4.25	-	(1.94)	8.12	(1.18)
	(b) Tax impact on above	(1.07)	-	0.30	(2.04)	0.30
	Total items that will not be reclassified to profit or loss	**3.18**	-	**(1.64)**	**6.08**	**(0.88)**
	Total other comprehensive income	**3.18**	-	**(1.64)**	**6.08**	**(0.88)**
9	**Total comprehensive income**	**17.18**	**6.59**	**30.60**	**65.16**	**160.70**
10	Paid-up equity share capital (face value Rs. 10/-)	**3,367.17**	**3,367.17**	**3,367.17**	**3,367.17**	**3,367.17**
11	Reserves excluding Revaluation Reserve				**2,637.91**	**2,909.47**
12	**Earnings per share (not annualised) (face value of Rs. 10/- per equity share)**					
	Basic (in Rs.)	0.04	0.02	0.10	0.18	0.48
	Diluted (in Rs.)	0.04	0.02	0.10	0.18	0.48

S.K. Patodia & Associates LLP Chartered Accountants FRN 112723W/W100962 Mumbai

NDL Ventures Limited Mumbai

Notes :

1. The above Audited Financial Results have been prepared and published in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and in compliance with Regulation 33 of Securities and Exchange Board of India (Lisiting Obligations and Disclosures Requirements) Regulations, 2015, as amended, from time to time.

2. The above Audited Financial Results were reviewed and recommended by the Audit Committee and subsequently, approved by the Board of Directors of the Company at their respective meetings held on April 29, 2025.

3. The Board of Directors of the Company, at its meeting held on November 25, 2022, has, *inter alia* , accorded approval for a Scheme of Arrangement of Merger by absorption of Hinduja Leyland Finance Limited into the Company. The said Scheme/ Merger is subject to necessary statutory/ regulatory approvals and approval of shareholders and accordingly, no effect has been given in these Financial Results.

4. The figures for the quarter ended March 31, 2025 and March 31, 2024 are the balancing figures between the audited figures in respect of the full financial year and the unaudited published year-to-date figures upto the third quarter of the relevant financial year.

5. The Board of Directors at its meeting conducted on April 29, 2025 have recommended a dividend of Rs. 0.50 per share (on par value of Rs. 10/- each per equity share) for the year ended March 31, 2025, to be approved by the Shareholders in the ensuing Annual General Meeting of the Company.

6. Previous period/year items are regrouped/reclassified in line with the current period's/year's presentation, if any.

For NDL Ventures Limited
(Formerly known as NXTDIGITAL Limited)

NDL Ventures Limited Mumbai

Amar Chintopanth
Whole Time Director and Chief Financial Officer

Place : Mumbai
Date : April 29, 2025

S.K. Patodia & Associates LLP Chartered Accountants FRN 112723W/W100962 Mumbai

NDL Ventures Limited (Formerly known as "NXTDIGITAL Limited")
Statement of Assets and Liabilities
(Amount Rs. in lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
I.	**ASSETS**		
1	**Non-current assets**		
	Other non-current assets	177.13	122.44
	Deferred Tax assets	-	13.32
	Total Non-current assets	**177.13**	**135.76**
2	**Current assets**		
	Inventories	1,201.80	1,201.80
	Financial assets		
	Cash and bank balances	497.10	461.82
	Loans	4,467.80	4,904.80
	Other financial assets	237.03	182.34
	Other current assets	58.94	5.40
	Total Current assets	**6,462.67**	**6,756.16**
	TOTAL ASSETS	**6,639.80**	**6,891.92**
II.	**EQUITY AND LIABILITIES**		
A	**Equity**		
	Equity share capital	3,367.17	3,367.17
	Other equity	2,637.91	2,909.47
	Total Equity	**6,005.08**	**6,276.64**
B	**Liabilities**		
1	**Non-current liabilities**		
	Provisions	0.97	4.62
	Deferred tax liability	8.02	-
	Total Non-current liabilities	**8.99**	**4.62**
2	**Current liabilities**		
	Financial Liabilities		
	Trade payables		
	Total outstanding dues of micro and small enterprises	-	-
	Total outstanding dues of other than micro and small enterprises	68.05	52.90
	Other financial liabilities	520.39	485.66
	Provisions	22.00	48.30
	Other current liabilities	15.29	23.80
	Total Current liabilities	**625.73**	**610.66**
	Total Liabilities	**634.72**	**615.28**
	Total Equity and Liabilities	**6,639.80**	**6,891.92**

S.K. Patodia & Associates LLP FRN 112723W/W100962 Mumbai Chartered Accountants

NDL Ventures Limited Mumbai

NDL Ventures Limited (Formerly known as "NXTDIGITAL Limited")
Statement of Cash Flows for the year ended March 31, 2025
(Amount Rs in lakhs)

	Particulars		Year ended March 31, 2025		Year ended March 31, 2024
A	**Cash Flow from Operating Activities**				
	Profit before tax		103.85		180.11
	Adjustments for:				
	Interest income on inter-corporate deposits given	(420.40)		(460.72)	
	Interest income on fixed deposits	(0.03)		(0.05)	
	Sundry credit balances written back	-	(420.43)	(10.90)	(471.67)
	Operating Profit before working capital changes		**(316.58)**		**(291.56)**
	Changes in working capital:				
	(Increase)/ Decrease in other financial assets	9.46		(93.61)	
	(Increase)/ Decrease in other assets	(84.44)		5.44	
	(Decrease)/ Increase in trade payables	15.15		14.14	
	(Decrease)/ Increase in provisions	(21.82)		6.68	
	(Decrease)/ Increase in other financial liabilities	34.73		(675.80)	
	(Decrease)/ Increase in other liabilities	(8.51)	(55.43)	14.41	(728.74)
	Cash (used in)/generated from operations		**(372.01)**		**(1,020.30)**
	Taxes paid (net of refunds and advance tax)		(49.35)		(52.73)
	Net Cash (used in)/generated from Operating Activities (A)		**(421.36)**		**(1,073.03)**
B	**Cash Flow from Investing Activities**				
	(Investment in)/Redemption of bank deposits	0.12		(0.45)	
	Inter-corporate deposits lent	-		(5,500.00)	
	Inter-corporate deposits received back	437.00		5,995.20	
	Interest income received	329.90	767.02	525.42	1,020.17
	Net Cash (used in) /generated from Investing Activities (B)		**767.02**		**1,020.17**
C	**Cash Flow from Financing Activities**				
	Dividend paid (including unclaimed)	(336.72)	(336.72)	(673.43)	(673.43)
	Net Cash (used in) / generated from Financing Activities (C)		**(336.72)**		**(673.43)**
	Net (decrease)/increase in Cash and Cash Equivalents (A+B+C)		8.94		(726.29)
	Cash and cash equivalents at the beginning of the year		14.07		740.36
	Cash and cash equivalents at the end of the year		**23.01**		**14.07**
	Cash and cash equivalents comprises of:				
	Balance with banks				
	- Current accounts		23.01		14.07
	Total		**23.01**		**14.07**

S.K. Patodia & Associates LLP ★ Chartered Accountants ★ FRN 112723W/W100962 Mumbai

NDL Ventures Limited

B. STATEMENT ON DEVIATION OR VARIATION FOR PROCEEDS OF PUBLIC ISSUE, RIGHTS ISSUE, PREFERENTIAL ISSUE, QUALIFIED INSTITUTIONS PLACEMENT ETC.

– Not Applicable.

C. FORMAT FOR DISCLOSING OUTSTANDING DEFAULT ON LOANS AND DEBT SECURITIES

S. No.	Particulars	In INR Crore
1.	**Loans / revolving facilities like cash credit from banks / financial institutions**	
A	Total amount outstanding as on date	0
B	Of the total amount outstanding, amount of default as on date	0
2.	**Unlisted debt securities i.e. NCDs and NCRPS**	
A	Total amount outstanding as on date	0
B	Of the total amount outstanding, amount of default as on date	0
3.	**Total financial indebtedness of the listed entity including short-term and long-term debt**	0

D. FORMAT FOR DISCLOSURE OF RELATED PARTY TRANSACTIONS (applicable only for half-yearly filings i.e., 2nd and 4th quarter) – Submitted along with Integrated Financial in XBRL Format

E. STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS (Standalone and Consolidated separately) (applicable only for Annual Filing i.e., 4th quarter) – Attached with Financial Results

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