

# **S K Patodia & Associates LLP**

## **CHARTERED ACCOUNTANTS**

Independent Auditor's Review Report on Unaudited Financial Results for the quarter ended September 30, 2025 and year to date results for the period April 01, 2025 to September 30, 2025 of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended)

To the Board of Directors

**NDL Ventures Limited**  
**(Formerly known as NXTDIGITAL Limited)**

1. We, S K Patodia & Associates LLP, Chartered Accountants ("we" or "us" or "our") have reviewed the accompanying Statement of Unaudited Financial Results of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("the Company") for the quarter ended September 30, 2025 and year to date results for the period April 01, 2025 to September 30, 2025, which are included in the accompanying 'Statement of unaudited financial results for the quarter and half year ended September 30, 2025', the statement of unaudited assets and liabilities as on that date and the statement of unaudited cash flows for the half-year ended on that date (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialed by us for identification purposes only.
2. This Statement is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder (hereinafter referred to as "the said Indian Accounting Standard") and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is primarily limited to inquiries of the Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

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(LLP Identification No: ACE - 4113)

(S K Patodia & Associates (a partnership firm) converted into S K Patodia & Associates LLP with effect from December 15, 2023)



4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the said Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Thanking you

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



**Ankush Goyal**  
Partner  
Membership No.: 146017  
UDIN: 25146017BPERYS9774



Place: Mumbai  
Date: October 24, 2025

NDL Ventures Limited (Formerly known as NXTDIGITAL Limited)

CIN: L65100MH1985PLC036896

Regd. Office : IN CENTRE, 49/50, MIDC, 12<sup>th</sup> Road, Andheri (E), Mumbai 400 093

Website: www.ndlventures.in, Email ID: investors@ndlventures.in

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2025

S. No.	Particulars	Quarter ended			Half-year ended		Year ended
		September 30, 2025	June 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024	March 31, 2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	(a) Revenue from operations	-	-	-	-	-	-
	(b) Other income	120.15	116.29	124.23	236.44	264.00	494.31
	<b>Total Income</b>	<b>120.15</b>	<b>116.29</b>	<b>124.23</b>	<b>236.44</b>	<b>264.00</b>	<b>494.31</b>
2	<b>Expenses</b>						
	(a) Purchase of stock-in-trade	-	-	-	-	-	-
	(b) Change in inventories of stock-in-trade	-	-	-	-	-	-
	(c) Operational expenses	-	-	-	-	-	-
	(d) Employee benefits expense	43.68	44.76	51.11	88.44	102.70	193.59
	(e) Finance costs	-	-	-	-	-	-
	(f) Depreciation and amortisation expense	-	-	-	-	-	-
	(g) Other expenses	38.57	39.23	47.44	77.80	88.62	196.87
	<b>Total Expenses</b>	<b>82.25</b>	<b>83.99</b>	<b>98.55</b>	<b>166.24</b>	<b>191.32</b>	<b>390.46</b>
3	<b>Profit / (Loss) before exceptional items and tax</b>	<b>37.90</b>	<b>32.30</b>	<b>25.68</b>	<b>70.20</b>	<b>72.68</b>	<b>103.85</b>
4	Exceptional items	-	-	-	-	-	-
5	<b>Profit / (Loss) before tax</b>	<b>37.90</b>	<b>32.30</b>	<b>25.68</b>	<b>70.20</b>	<b>72.68</b>	<b>103.85</b>
6	<b>Tax expenses (net)</b>						
	(a) Current tax	9.15	8.15	5.33	17.30	16.58	25.48
	(b) Deferred tax	0.40	(0.03)	(0.57)	0.37	17.60	19.29
	<b>Total Tax Expenses (net)</b>	<b>9.55</b>	<b>8.12</b>	<b>4.76</b>	<b>17.67</b>	<b>34.18</b>	<b>44.77</b>
7	<b>Net Profit / (Loss) after tax</b>	<b>28.35</b>	<b>24.18</b>	<b>20.92</b>	<b>52.53</b>	<b>38.50</b>	<b>59.08</b>
8	<b>Other comprehensive income (OCI)</b>						
	<b>A. Items that will not be reclassified to profit or loss:</b>						
	(a) Re-measurement of defined benefit plans	1.04	-	3.87	1.04	3.87	8.12
	(b) Tax impact on above	(0.26)	-	(0.97)	(0.26)	(0.97)	(2.04)
	<b>Total items that will not be reclassified to profit or loss</b>	<b>0.78</b>	<b>-</b>	<b>2.90</b>	<b>0.78</b>	<b>2.90</b>	<b>6.08</b>
	<b>Total other comprehensive income</b>	<b>0.78</b>	<b>-</b>	<b>2.90</b>	<b>0.78</b>	<b>2.90</b>	<b>6.08</b>
9	<b>Total comprehensive income</b>	<b>29.13</b>	<b>24.18</b>	<b>23.82</b>	<b>53.31</b>	<b>41.40</b>	<b>65.16</b>
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	3,367.17
11	Reserves excluding Revaluation Reserve						2,637.91
12	<b>Earnings per share (not annualised)</b>						
	(face value of Rs. 10/- per equity share)						
	Basic (in Rs.)	0.08	0.07	0.06	0.15	0.11	0.18
	Diluted (in Rs.)	0.08	0.07	0.06	0.15	0.11	0.18



**Notes :**

- 1 The above Unaudited 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 (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended, from time to time.
- 2 The above Unaudited 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 October 24, 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. The Company has received a communication from HLFL confirming that they have obtained a No Objection Certificate (NOC) from the Reserve Bank of India (RBI) for the proposed scheme of merger. The Company has accordingly informed the stock exchanges of the same on August 11, 2025.
- 4 Previous period/year items are regrouped/reclassified in line with the current period's/year's presentation, if any.

Place : Mumbai  
Date : October 24, 2025



**For NDL Ventures Limited**  
(Formerly known as NXTDIGITAL Limited)

**Amar Chintopanth**  
Whole Time Director and Chief Financial Officer



NDL Ventures Limited (Formerly known as "NXTDIGITAL Limited")  
Statement of Assets and Liabilities as at September 30, 2025  
(Amount Rs. in lakhs)

Particulars		As at September 30, 2025	As at March 31, 2025
<b>I.</b>	<b>ASSETS</b>		
<b>1</b>	<b>Non-current assets</b>		
	Other non-current assets	204.66	177.13
	Deferred Tax assets	-	-
	<b>Total Non-current assets</b>	<b>204.66</b>	<b>177.13</b>
<b>2</b>	<b>Current assets</b>		
	Inventories	1,201.80	1,201.80
	Financial assets		
	Cash and bank balances	506.67	497.10
	Loans	4,375.80	4,467.80
	Other financial assets	139.66	237.03
	Other current assets	68.49	58.94
	<b>Total Current assets</b>	<b>6,292.42</b>	<b>6,462.67</b>
	<b>TOTAL ASSETS</b>	<b>6,497.08</b>	<b>6,639.80</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>		
<b>A</b>	<b>Equity</b>		
	Equity share capital	3,367.17	3,367.17
	Other equity	2,522.86	2,637.91
	<b>Total Equity</b>	<b>5,890.03</b>	<b>6,005.08</b>
<b>B</b>	<b>Liabilities</b>		
<b>1</b>	<b>Non-current liabilities</b>		
	Provisions	11.92	0.97
	Deferred tax liability	8.65	8.02
	<b>Total Non-current liabilities</b>	<b>20.57</b>	<b>8.99</b>
<b>2</b>	<b>Current liabilities</b>		
	Financial Liabilities		
	Trade payables		
	Total outstanding dues of micro and small enterprises	0.65	-
	Total outstanding dues of other than micro and small enterprises	32.57	68.05
	Other financial liabilities	517.37	520.39
	Provisions	11.34	22.00
	Other current liabilities	24.55	15.29
	<b>Total Current liabilities</b>	<b>586.48</b>	<b>625.73</b>
	<b>Total Liabilities</b>	<b>607.05</b>	<b>634.72</b>
	<b>Total Equity and Liabilities</b>	<b>6,497.08</b>	<b>6,639.80</b>





NDL Ventures Limited (Formerly known as "NXTDIGITAL Limited")  
Statement of Cash Flows for the half year ended September 30, 2025  
(Amount Rs in lakhs)

	Particulars	Half year ended September 30, 2025	Half year ended September 30, 2024
<b>A</b>	<b>Cash Flow from Operating Activities</b>		
	Profit before tax	70.20	72.68
	<b>Adjustments for:</b>		
	Interest income on inter-corporate deposits given	(203.99)	(219.83)
	Interest income on fixed deposits	(0.01)	(0.01)
	Sundry credit balances/provisions written back	(2.02)	-
		(206.02)	(219.84)
	<b>Operating Profit before working capital changes</b>	<b>(135.82)</b>	<b>(147.16)</b>
	<b>Changes in working capital:</b>		
	(Increase)/ Decrease in other financial assets	(24.52)	(13.35)
	(Increase)/ Decrease in other assets	(17.06)	(76.61)
	(Decrease)/ Increase in trade payables	(32.82)	4.25
	(Decrease)/ Increase in provisions	1.32	(18.18)
	(Decrease)/ Increase in other financial liabilities	(3.02)	65.69
	(Decrease)/ Increase in other liabilities	9.26	24.02
		(66.84)	(14.18)
	<b>Cash (used in)/generated from operations</b>	<b>(202.66)</b>	<b>(161.34)</b>
	Taxes paid (net of refunds and advance tax)	(37.28)	(26.80)
	<b>Net Cash (used in)/generated from Operating Activities (A)</b>	<b>(239.94)</b>	<b>(188.14)</b>
<b>B</b>	<b>Cash Flow from Investing Activities</b>		
	(Investment in)/Redemption of bank deposits	(0.01)	-
	Inter-corporate deposits lent	(189.00)	-
	Inter-corporate deposits received back	281.00	337.00
	Interest income received	301.36	219.84
		393.35	556.84
	<b>Net Cash (used in) /generated from Investing Activities (B)</b>	<b>393.35</b>	<b>556.84</b>
<b>C</b>	<b>Cash Flow from Financing Activities</b>		
	Dividend paid (including unclaimed)	(168.36)	(336.72)
		(168.36)	(336.72)
	<b>Net Cash (used in) / generated from Financing Activities (C)</b>	<b>(168.36)</b>	<b>(336.72)</b>
	<b>Net (decrease)/increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(14.95)</b>	<b>31.98</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>23.01</b>	<b>14.07</b>
	<b>Cash and cash equivalents at the end of the year</b>	<b>8.06</b>	<b>46.05</b>
	<b>Cash and cash equivalents comprises of:</b>		
	Balance with banks		
	- Current accounts	8.06	46.05
	<b>Total</b>	<b>8.06</b>	<b>46.05</b>

