

S K Patodia & Associates LLP

CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on Unaudited Financial Results for the quarter and nine months ended December 31, 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") have reviewed the accompanying Statement of Unaudited Financial Results of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("the Company") for the quarter and nine months ended December 31, 2025 (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the SEBI LODR (Securities and Exchange Board of India, 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, which 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 limited primarily 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.
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 Companying 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 Listing Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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


Ankush Goyal
Partner

Membership No.: 146017
UDIN: 26146017SSRFQR9972
Place: Mumbai
Date: January 19, 2026



NDL Ventures Limited (Formerly known as NXTDigital Limited)

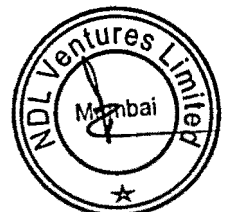
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STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2025

S. No.	Particulars	Quarter ended			Nine-months ended		(₹ in lakhs)
		December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	Year ended March 31, 2025
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	(a) Revenue from operations	-	-	-	-	-	-
	(b) Other income	126.08	120.15	116.70	362.52	380.70	494.31
	Total Income	126.08	120.15	116.70	362.52	380.70	494.31
2	Expenses						
	(a) Purchase of stock-in-trade	-	-	-	-	-	-
	(b) Change in inventories of stock-in-trade	-	-	-	-	-	-
	(c) Operational expenses	-	-	-	-	-	-
	(d) Employee benefits expense	47.95	43.68	50.75	136.39	153.45	193.59
	(e) Finance costs	-	-	-	-	-	-
	(f) Depreciation and amortisation expense	-	-	-	-	-	-
	(g) Other expenses	47.29	38.57	55.88	125.09	144.50	196.87
	Total Expenses	95.24	82.25	106.63	261.48	297.95	390.46
3	Profit / (Loss) before exceptional items and tax	30.84	37.90	10.07	101.04	82.75	103.85
4	Exceptional items	-	-	-	-	-	-
5	Profit / (Loss) before tax	30.84	37.90	10.07	101.04	82.75	103.85
6	Tax expenses (net)						
	(a) Current tax	6.26	9.15	2.91	23.56	19.49	25.48
	(b) Short/(Excess) Tax of earlier years	1.68	-	-	1.68	-	-
	(c) Deferred tax	(0.42)	0.40	0.57	(0.05)	18.17	19.29
	Total Tax Expenses (net)	7.52	9.55	3.48	25.19	37.66	44.77
7	Net Profit / (Loss) after tax	23.32	28.35	6.59	75.85	45.09	59.08
8	Other comprehensive income (OCI)						
	A. Items that will not be reclassified to profit or loss:						
	(a) Re-measurement of defined benefit plans	-	1.04	-	1.04	3.87	8.12
	(b) Tax impact on above	-	(0.26)	-	(0.26)	(0.97)	(2.04)
	Total items that will not be reclassified to profit or loss	-	0.78	-	0.78	2.90	6.08
	Total other comprehensive income	-	0.78	-	0.78	2.90	6.08
9	Total comprehensive income	23.32	29.13	6.59	76.63	47.99	65.16
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	Earnings per share (not annualised)						
	(face value of Rs. 10/- per equity share)						
	Basic (in Rs.)	0.07	0.08	0.02	0.23	0.13	0.18
	Diluted (in Rs.)	0.07	0.08	0.02	0.23	0.13	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 January 19, 2026.
- 3 The Board of Directors of the Company, at its meeting held on November 25, 2025, has inter alia approved the "Scheme of Merger by Absorption" of Hinduja Leyland Finance Limited ("HLFL") into the Company, subject to requisite statutory and regulatory approvals, approval of shareholders and sanction of the Hon'ble National Company Law Tribunal (NCLT).

HLFL has received a No Objection Certificate from the Reserve Bank of India for the proposed Scheme, which was duly intimated to the stock exchanges on August 11, 2025.

Pursuant to the aforesaid approval, the Company has filed the draft "Scheme of Merger by Absorption" with the stock exchanges and other regulatory authorities as presently applicable. The Company is awaiting further communication and requisite approvals in this regard. Accordingly no impact is required to be given in these financial results.

- 4 Pursuant to the implementation of the New Labour Codes with effect from 21 November 2025 (the supporting Rules are yet to be notified), the Company has reassessed its employee benefit obligations and recognised appropriate incremental expenses for the quarter and nine months ended December 31 2025, under employee benefit expenses as past service cost. The Company is in the process of evaluating other possible impacts if any. However, the management is of the view that impact, if any, is unlikely to be material.
- 5 Previous period/year items are regrouped/reclassified in line with the current period's/year's presentation, if any.



Place : Mumbai
Date : January 19, 2026



For NDL Ventures Limited
(Formerly known as NXTDIGITAL Limited)

Amar Chintopanth
Whole Time Director and Chief Financial Office