

April 30, 2024

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: (1) Outcome of the Board Meeting held on April 30, 2024
(2) Submission of Audited Financial Results of the Company for the quarter
& year ended March 31, 2024, along with Auditors' Report thereon.**

**Ref: Disclosure under Regulation 30 of the Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In continuation of our letter dated April 22, 2024, the Board of Directors of the Company at their Meeting held today i.e. on April 30, 2024 has, *inter-alia*:

1. Approved the Audited Financial Results of the Company for the quarter and year ended March 31, 2024, on the recommendation of the Audit Committee.
2. Recommended a final dividend of Re. 1/- per share i.e. 10% of face value of share for the financial year ended March 31, 2024, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The meeting commenced at 4.00 p.m. and concluded at 5.45 p.m.

Pursuant to Regulation 33 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following:

1. Audited Financial Results of the Company for the quarter and year ended March 31, 2024.
2. Audit Report with unmodified opinion issued by M/s. S. K. Patodia, Chartered Accountants, Statutory Auditors of the Company on the said Financial Results.

Contd..2

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

IN CENTER, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.

T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896



// 2 //

3. Declaration regarding Audit Report issued by the Statutory Auditors with unmodified opinion on Audited Financial Results of the Company for the financial year ended March 31, 2024.

Request you to kindly take the above on your records.

Thanking you,
Yours faithfully,

For NDL Ventures Limited

(Formerly known as NXTDIGITAL Limited)



Ashish Pandey
Company Secretary

Encl: As stated above.

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

IN CENTER, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.

T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896



S K Patodia & Associates LLP

CHARTERED ACCOUNTANTS

Independent Auditor's Report on Quarterly and Year to Date Audited Financial Results of NDL Ventures Limited (Formerly known as NXTDIGITAL Limited) 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, 2024 ("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, 2024.

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, 2024, 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.

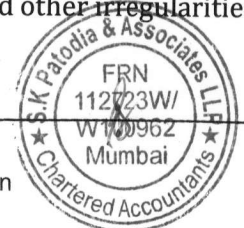
Management and Board of Directors' Responsibilities for the Financial Results

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, 2024. 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;

Registered Office : Sunil Patodia Tower, J.B. Nagar, Andheri East, Mumbai - 400 099
Tel.: +91 22 6707 9444 | Email : info@skpatodia.in | Website : www.skpatodia.in

(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)



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. 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.
10. 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

11. The Statement includes the results for the quarter ended March 31, 2024 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: 24146017BKESCL4456

Place: Mumbai

Date: 30th April 2024



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, 2024

(Amount Rs in lakhs)

S. No.	Particulars	Quarter ended			Year ended	
		March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
		(A)	(B)	(C)	(D)	(E)
1	Income					
	(a) Revenue from operations	-	-	-	-	-
	(b) Other income	149.70	141.16	149.22	590.15	252.11
	Total Income	149.70	141.16	149.22	590.15	252.11
2	Expenses					
	(a) Purchase of stock-in-trade	-	-	-	-	-
	(b) Change in inventories of stock-in-trade	-	-	-	-	-
	(c) Operational expenses	-	-	-	-	-
	(d) Employee benefits expense	51.31	50.78	53.59	204.29	74.33
	(e) Finance costs	-	-	-	-	-
	(f) Depreciation and amortisation expense	-	-	-	-	-
	(g) Other expenses	70.53	41.74	70.94	205.75	150.38
	Total Expenses	121.84	92.52	124.53	410.04	224.71
3	Profit / (Loss) before exceptional items and tax	27.86	48.64	24.69	180.11	27.40
4	Exceptional items	-	-	-	-	-
5	Profit / (Loss) before tax	27.86	48.64	24.69	180.11	27.40
6	Tax expenses (net)					
	(a) Current tax	8.64	12.66	-	31.55	-
	(b) Deferred tax / (reversal)	(13.02)	-	-	(13.02)	-
	Total Tax Expenses (net)	(4.38)	12.66	-	18.53	-
7	Net Profit / (Loss) after tax	32.24	35.98	24.69	161.58	27.40
8	Other comprehensive income					
	A. Items that will not be reclassified to profit or loss:					
	(a) Re-measurement of defined benefit plans	(1.94)	-	-	(1.18)	(0.85)
	(b) Tax impact on above	0.30	-	-	0.30	-
	Total items that will not be reclassified to profit or loss	(1.64)	-	-	(0.88)	(0.85)
	Total other comprehensive income / (loss)	(1.64)	-	-	(0.88)	(0.85)
9	Total comprehensive income / (loss)	30.60	35.98	24.69	160.70	26.55
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				2,909.47	3,422.20
12	Earnings/(Loss) per share (not annualised) (face value of Rs. 10/- per equity share)					
	Basic (in Rs.)	0.10	0.10	0.07	0.48	0.08
	Diluted (in Rs.)	0.10	0.10	0.07	0.48	0.08



Notes :

1. The 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 (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended, from time to time.
2. The 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 30, 2024.
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 this Financial Results.
4. The figures for the quarter ended March 31, 2024 and March 31, 2023 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 held on today i.e. April 30, 2024 have recommended a dividend of **Rs. 10/-** per equity share of Rs. 10/- each for the year ended March 31, 2024, subject to the approval of the Shareholders of the Company at their ensuing Annual General Meeting.
6. Previous quarter/year items are regrouped/reclassified in line with the current quarter/year's presentation, if any.

For NDL Ventures Limited
(Formerly known as NXTDIGITAL LIMITED)



Amar Chintopanth
Whole Time Director and Chief Financial Officer



Place : Mumbai
Date : April 30, 2024



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

Particulars		As at March 31, 2024	As at March 31, 2023
I.	ASSETS		
1	Non-current assets		
	Other non-current assets	122.44	105.61
	Deferred Tax asset	13.32	-
	Total non-current assets	135.76	105.61
2	Current assets		
	Inventories	1,201.80	1,201.80
	Financial assets		
	Cash and bank balances	461.82	1,130.20
	Loans	4,904.80	5,400.00
	Other financial assets	182.34	210.84
	Other current assets	5.40	6.49
	Total current assets	6,756.16	7,949.33
	Total assets	6,891.92	8,054.94
II.	EQUITY AND LIABILITIES		
A	Equity		
	Equity share capital	3,367.17	3,367.17
	Other equity	2,909.47	3,422.20
	Total equity	6,276.64	6,789.37
B	Liabilities		
1	Non Current liabilities		
	Provisions	4.62	3.47
	Total non current liabilities	4.62	3.47
2	Current liabilities		
	Financial Liabilities		
	Trade payables	52.90	39.68
	Other financial liabilities	485.66	1,171.46
	Provisions	48.30	41.58
	Other current liabilities	23.80	9.38
	Total current liabilities	610.66	1,262.10
	Total liabilities	615.28	1,265.57
	Total Equity and Liabilities	6,891.92	8,054.94



NDL Ventures Limited (Formerly known as "NXTDIGITAL Limited")
Statement of Cash Flows for the year ended March 31, 2024
(Amount Rs in lakhs)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
A Cash Flow from Operating Activities				
Profit before tax		180.11		27.40
Adjustments for:				
Interest income on inter-corporate deposits given	(460.72)		(181.68)	
Interest income on fixed deposits	(0.05)			
Sundry credit balances written back	(10.90)	(471.67)	(30.00)	(211.68)
Operating Profit before working capital changes		(291.56)		(184.28)
Changes in working capital:				
(Increase)/ Decrease in other financial assets	(93.61)		6,567.73	
(Increase)/ Decrease in other assets	5.44		(6.49)	
(Decrease)/ Increase in trade payables	14.14		32.94	
(Decrease)/ Increase in provisions	6.68		44.20	
(Decrease)/ Increase in other financial liabilities	(675.80)		1,060.05	
(Decrease)/ Increase in other liabilities	14.41	(728.74)	9.38	7,707.81
Cash (used in)/generated from operations		(1,020.30)		7,523.54
Taxes paid (net of refunds and advance tax)		(52.73)		(36.31)
Net Cash (used in)/generated from Operating Activities (A)		(1,073.03)		7,487.23
B Cash Flow from Investing Activities				
Investment in bank deposits	(0.45)		-	
Inter-corporate deposits lent	(5,500.00)		(5,400.00)	
Inter-corporate deposits received back	5,995.20		-	
Interest income received	525.42	1,020.17	-	(5,400.00)
Net Cash (used in) /generated from Investing Activities (B)		1,020.17		(5,400.00)
C Cash Flow from Financing Activities				
Dividend paid (including unclaimed)	(673.43)	(673.43)	(1,346.86)	(1,346.86)
Net Cash (used in) / generated from Financing Activities (C)		(673.43)		(1,346.86)
Net (decrease)/increase in Cash and Cash Equivalents (A+B+C)		(726.29)		740.36
Cash and cash equivalents at the beginning of the year		740.36		-
Cash and cash equivalents at the end of the year		14.07		740.36
Cash and cash equivalents comprises of:				
Balance with banks				740.36
- Current accounts		14.07		
Total		14.07		740.36



April 30, 2024

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: Declaration for unmodified opinion in the Auditors' Report on Audited Financial Results of the Company for the year ended March 31, 2024,

Pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we hereby declare that the Statutory Auditors of the Company, M/s S K Patodia & Associates LLP, Chartered Accountants [Firm Registration No. 112723W] have issued the Audit Report with an unmodified opinion on Audited Financial Results of the Company for the year ended March 31, 2024.

Kindly take this declaration on records.

Thanking You.

Yours faithfully
For NDL Ventures Limited
(Formerly known as NXTDIGITAL Limited)



Amar Chintopanth
Whole Time Director & CFO

NDL Ventures Limited

(Formerly known as NXTDIGITAL LIMITED)

IN CENTER, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.

T: +91 - 22 - 2820 8585 W: www.ndlventures.in CIN. No.: L65100MH1985PLC036896

