

July 28, 2023

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: Outcome of the Board Meeting and submission of Un-audited Financial Results of the Company for the quarter ended June 30, 2023.

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

The Board of Directors of the Company, at their meeting held today i.e. July 28, 2023, have, *inter alia*, approved the Un-audited Financial Results of the Company for the quarter ended June 30, 2023, subjected to limited review by the Statutory Auditors.

In the said Board meeting, the following decisions were taken by the Board:

1. Fixed the date of convening the Thirty Eighth Annual General Meeting ("38th AGM") of the Members of the Company on Friday, September 08, 2023 for the financial year ended March 31, 2023 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has fixed Friday, August 25, 2023 as the "Record Date" for the purpose of determining eligible Members for the payment of Dividend for the financial year ended March 31, 2023, as recommended by the Board, if approved at the ensuing 38th AGM. The Dividend, if approved by the Members of the Company at the ensuing AGM, will be paid/dispatched by the Company in permitted modes within the stipulated timelines to the eligible Shareholders.
3. Closed the Register of Members and Share Transfer Books of the Company from Friday, September 01, 2023 to Friday, September 08, 2023 (both days inclusive).
4. Fixed Friday, September 01, 2023 as the cut-off date for the purpose of remote e-voting and e-voting during the Annual General Meeting. A person whose name is recorded in the Register of Members and Register of Beneficial Owners as

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



maintained by the Depositories as on the Cut-off date i.e. Friday, September 01, 2023, shall be entitled to avail facility of remote e-voting and e-voting during the Annual General Meeting held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

5. Re-appointed Mr. Amar Chintopanth as a Whole-Time Director of the Company for a further term of two years from September 4, 2023 to September 03, 2025, based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of shareholders at the 38th AGM.

The meeting commenced at 02.45 p.m. and concluded at 4.30 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. The Un-audited Financial Results of the Company for the quarter ended June 30, 2023.
2. Limited Review Report of the Company for the quarter ended June 30, 2023 issued by the Statutory Auditor, M/s. S. K. Patodia, Chartered Accountants.

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.

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Independent Auditor's Review Report on quarterly and year to date Unaudited Financial Results 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 have reviewed the accompanying Statement of Unaudited Financial Results of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) ("the Company") for the quarter ended June 30, 2023 and for the period from April 01, 2023 to June 30, 2023 ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
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 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.



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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 UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

(Amount in lakhs)

S. No.	Particulars	Quarter ended			Year ended
		June 30, 2023	March 31, 2023	June 30, 2022	March 31, 2023
		(Unaudited)	(Audited)	(Unaudited) (Refer note 3)	(Audited)
		(A)	(B)	(C)	(D)
1	Income				
	(a) Revenue from operations	-	-	-	-
	(b) Other income	150.79	149.22	-	252.11
	Total Income	150.79	149.22	-	252.11
2	Expenses				
	(a) Purchase of network equipment and traded goods	-	-	-	-
	(b) Change in inventories of network cable and equipment	-	-	-	-
	(c) Operational expenses	-	-	-	-
	(d) Employee benefits expense	51.94	53.59	-	74.33
	(e) Finance costs	-	-	-	-
	(f) Depreciation and amortisation expense	-	-	-	-
	(g) Other expenses	51.23	70.94	21.40	150.38
	Total expenses	103.17	124.53	21.40	224.71
3	Profit / (Loss) before exceptional items and tax	47.61	24.69	(21.40)	27.40
4	Exceptional items	-	-	-	-
5	Profit / (Loss) before tax	47.61	24.69	(21.40)	27.40
6	Tax expenses (net)				
	(a) Current tax	-	-	-	-
	(b) Deferred tax / (reversal)	-	-	-	-
	Total Tax expenses (net)	-	-	-	-
7	Net Profit / (Loss) after tax	47.61	24.69	(21.40)	27.40
8	Other comprehensive income				
	A. Items that will not be reclassified to profit or loss:				
	(a) Re-measurement of defined benefit plans	-	-	-	(0.85)
	(b) Tax impact on above	-	-	-	-
	Total items that will not be reclassified to profit or loss	-	-	-	(0.85)
	Total other comprehensive income / (loss)	-	-	-	(0.85)
9	Total comprehensive income / (loss)	47.61	24.69	(21.40)	26.55
10	Paid-up equity share capital (face value Rs. 10/-)	3,367.17	3,367.17	3,367.17	3,367.17
11	Reserves excluding Revaluation Reserve				3,422.20
12	Earnings/(Loss) per share (not annualised) (face value of Rs. 10/- per equity share)				
	Basic (in Rs.)	0.14	0.07	(0.06)	0.08
	Diluted (in Rs.)	0.14	0.07	(0.06)	0.08



Notes :

1. The above financial results are prepared in accordance with 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).
2. The above 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 July 28, 2023.
3. The financial results for the quarter ended June 30, 2022 have been restated to give effect to the impact of the Scheme of Arrangement sanctioned by the National Company Law Tribunal, Mumbai Bench vide its Order dated November 11, 2022, by virtue of which, the entire "Media & Communications Business undertaking" of the Company along with its subsidiaries have been demerged into Hinduja Global Solutions Limited with effect from the Appointed Date February 1, 2022.
4. The Board of Directors of the Company, at their 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 unaudited financial results.
5. Previous quarter/period items are regrouped/reclassified in line with the current quarter/period'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 : July 28, 2023

