



(CIN : L70100 GJ1994PLC023061)

**Regd. Office :**  
A- 401, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S.G. Highway,  
Ahmedabad - 380054.  
**E-mail :** idealopticalsltd@gmail.com  
info@krettosysconltd.com  
**Website :** krettosyscon.com

**Date: 29-07-2024**

**To,**

Department of Corporate Services

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai 400 001

**Symbol: KRETTOSYS**

**Ref: ISIN: INE128R01023; Scrip Code: 531328;**

**Subject: Notice of Annual General meeting along with Annual Report for the financial year 2023-24**

**Ref: Regulation 34 of the SEBI "Listing Obligations and Disclosure Requirements Regulations, 2015" ('Listing Regulations')**

Dear Sir/Madam,

With reference to captioned, Please find attached Notice of Annual General Meeting of Kretto Syscon Limited for the financial year 2023-24 scheduled to be held Saturday, 24<sup>th</sup> August, 2024 at 04.00 PM through Video conferencing ("VC") /Other audio Visual Means("OVAM").

Annual Report of the Company for the financial year 2023-24 along with the Notice for Calling AGM sent through electronic mode to these members whose Email addresses are registered with the Company/Depositories/RTA. Annual Report of the Company along with the Notice has been uploaded on the website of the Company.

We request you to kindly take the above on record and do the needful.

Thanking you.

**Yours Faithfully,  
For Kretto Syscon Limited**

**Tushar Shashikant Shah  
Managing Director**



ANNUAL REPORT  
KRETTO SYSCON LIMITED  
FINANCIAL YEAR 2023-24

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## **Regd. Office & Works**

KRETTOS SYSCON LIMITED., A-401, SANKALP ICONIC, OPP.  
VIKRAM NAGAR ISCON TEMPLE CROSS ROAD, S.G HIGHWAY,  
Ahmedabad, AHMEDABAD, Gujarat, India, 380054.

**Email:** [idealopticsltd@gmail.com](mailto:idealopticsltd@gmail.com),

**Web:** [www.krettosysconltd.com](http://www.krettosysconltd.com)

**Corporate Identification Number (CIN):** L70100GJ1994PLC023061

### **Statutory Auditors**

S. Mandawat & co.  
Chartered Accountants

### **Secretarial Auditors**

Jitendra Parmar  
Practicing Company Secretaries

### **Registrar and Transfer Agent**

Purva Sharegistry (India)  
Pvt. Ltd

Unit no. 9 Shiv Shakti Ind. Estt. J .R.  
Boricha marg Lower Parel (E) Mumbai  
400 011

Tel: 022 - 49614132

Fax: 022 - 49186060

# Board of Directors

**Tushar Shashikant Shah**

Chairman & Managing Director  
(DIN - 01748630)

**Kapadia Kruti Kevin**

Non-Executive, Independent  
Director  
(DIN - 07746940)

**Rajesh Modi**

Non-Exe. Independent Director  
(DIN - 09161222)

**Manishbhai  
Vasantkumar Nirmal**

Non-Executive  
Director  
(DIN: 09852472)

**Kush Bhadreshbhai  
Shah**

Chief Financial Officer

**Manya Anup Khetwani**

Company Secretary

**Akshita Dave**

Additional Non-  
Executive,  
Independent Director  
(DIN: 10690492)



## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE is hereby given that the Annual General Meeting of the members of Kretto Syscon Limited will be held on Saturday, 24th August, 2024 at 04:00 P.M (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:**

### **ORDINARY BUSINESS:**

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Tushar Shashikant Shah (DIN: 01748630) who retires by rotation and, being eligible, offers himself for reappointment
3. Appointment of M/S. Nirav S. Shah & Co., Practicing Chartered Accountants, (Firm Registration No.130244w) statutory auditors of the company for 5 (Five) Consecutive Years

### **SPECIAL BUSINESS:**

#### **4. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force, Consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of 36,00,00,000/- (Rupees Thirty-Six Crores Only) to Rs. 66,00,00,000/- (Rupees Sixty-Six Crores Only) divided into 66,00,00,000/- (Sixty-Six Crores Only) Equity shares of Face Value of Re. 1/- (Rupee One Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the

Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The Authorised Share Capital of the Company is Rs. 66,00,00,000/- (Rupees Sixty-Six Crores Only) divided into 66,00,00,000/- (Sixty-Six Crores Only) Equity shares of Face Value of Re. 1/- (Rupee One Only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**5. To consider appointment of Mrs. Akshita Dave as a Non-Executive & Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mrs. Akshita Dave (DIN: 10690492) who was appointed as an Additional Director of the Company with effect from 10th July 2024 pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 10th July 2024 upto 09th July 2029;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For Kretto Syscon Limited  
By Order of the Board of Directors**

Place: Ahmedabad  
Date: July 27, 2024

Sd/-  
Tushar Shashikant Shah  
Managing Director  
DIN: 01748630

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM.
2. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto. The venue of the meeting shall be deemed to be the Registered Office of the Company at A-401, Sankalp Iconic, opp. Vikram nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad, Gujarat, India, 380054
5. As required by Regulation 36 of the SEBI (LODR) Regulations, 2015 (Listing Regulations) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation at the ensuing AGM are given in the Annexure to the Notice of the AGM.

**Dispatch of annual report:**

6. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the website of the Company (“Company”) i.e [www.krettosysconltd.com](http://www.krettosysconltd.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the e-voting website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
7. Members who have still not registered their e-mail Ids are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant for receiving the Notice and Annual Report. We urge members to support this Green Initiative effort of the Company and get their e-mail ids registered.

**Book closure:**

8. The Register of Members and the Share Transfer Books of the Company will remain closed on Friday, the 18<sup>th</sup> August, 2024 to Thursday, the 24<sup>th</sup> August, 2024 (Both days Inclusive) for the purpose of Annual General Meeting.

**Record Date (Cut Off Date)**

9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, the 16<sup>th</sup> August 2024** (“the cut-off date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

**Declaration of voting result:**

10. The company has appointed Himanshu Togadiya (Proprietor of M/s H Togadiya & Associates, Practicing Company Secretaries) as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
11. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by her in writing, who shall countersign the same.
12. The result declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e e [www.krettosysconltd.com](http://www.krettosysconltd.com). The Company shall simultaneously forward the results to Bombay Stock Exchange Limited (BSE), where the shares of the Company are listed.

**Other useful information:**

13. Members are requested to read the ‘Shareholder Information’ section of the Annual Report for useful information.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company’s Registrar and Transfer Agent.
15. In terms of the amendments to the Listing Regulations, with effect from April 1, 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to dematerialize their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.

16. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

**Remote e-voting:**

17. Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in compliance with the provisions of Regulation 44 of LODR the Company is pleased to provide shareholders facility to exercise their right to vote by electronic means.
  - a. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
  - b. The facility for voting, through electronic voting system shall also be made available at the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
  - c. The Company has appointed Himanshu Togadiya (Proprietor of M/s H Togadiya & Associates, Practicing Company Secretaries), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the meeting not later than two (2) days of conclusion of the AGM of the Company. The result with the Scrutinizer's Report will be announced and displayed at the Registered Office.

The said result would be available on the website of the Company i.e [www.krettosysconltd.com](http://www.krettosysconltd.com) and of CDSL. The same would be uploaded on the website of the stock exchanges being BSE in accordance with the LODR.

- d. The Notice of the AGM inter alia indicating the process and manner of e-Voting can be downloaded from CDSL Website.
- e. The voting period begins on 21st August 2024 at 9.00 a.m. and ends on 23th August 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 16<sup>th</sup> August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 23rd August, 2024.

- f. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. 16<sup>th</sup> August, 2024.

**SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.**

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.



3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; krettosysconltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **Explanatory Statement required under Section 102 (1) of the Companies Act, 2013**

### **Item No. 4:**

#### **To Increase the Authorised Share Capital of the Company:**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 36,00,00,000 (Rupees Thirty-Six Crore) divided into 36,00,00,000 (Thirty-Six Crore) shares of Rs. 1 each to Rs. 66,00,00,000 (Rupees Sixty-Six Crore) divided into 66,00,00,000 (Sixty-Six Crore) shares of Rs. 1 each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above Ordinary resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

### **Item No. 5:**

#### **To consider appointment of Mrs. Akshita Dave as a Non-Executive & Independent Director of the Company**

Independent Directors play a significant role in the governance processes of the Board by enriching the Board's decision making and also preventing possible conflicts of interest that may emerge in such decision making. The Board of Directors considers it important to assign sufficient number of nonexecutive members on the Board, capable of exercising independent judgement and encourage positive thinking.

Pursuant to section 149 of the Companies Act 2013 and regulation 17 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company will be required to appoint a woman Independent Director. In order to provide for smooth succession, the Board, in terms of Section 161 of the Companies Act, 2013 and upon recommendation of the Nomination and Remuneration Committee, on 10th July 2024 has appointed Mrs. Akshita Dave as an Additional Director of the Company.

Further, based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, has appointed Mrs. Akshita Dave as a Non-Executive & Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 10th July 2024 up to 09th July 2029.

Mrs. Akshita Dave holds a degree of Company Secretary and having rich experience of 3 years in the Field of Corporates.

The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mrs. Akshita to the effect that she is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations; (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Akshita as a Director of the Company.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mrs. Akshita Dave, fulfils the conditions for her appointment as Non-Executive & Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management of the Company.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, with effect from 1st January 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, reappointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mrs. Akshita Dave requires the approval of the Members by way of a Special Resolution.

Except Mrs. Akshita Dave and her relatives, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution set out in item no.5 of the Notice

Additional information in respect of Mrs. Akshita Dave, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

**For Kretto Syscon Limited**  
**By Order of the Board of Directors**

Place: Ahmedabad  
Date: July 27, 2024

Sd/-  
Tushar Shashikant Shah  
Managing Director  
DIN: 01748630

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015**

**Item No. 2 & 5**

Name	Mr. Tushar Shah	Mrs. Akshita Dave
DIN	01748630	10690492
Date of Birth	25/10/1965	21/02/1992
Qualification	M.com	Company Secretary
Experience	he has experience in the field of Finance and having good command over Communication	she has experience in the field of Compliance
Terms and conditions of appointment or reappointment along with details of Remuneration sought to be paid	Appointed as Executive, Managing Director and liable to retire by rotation	Appointed as Non-Executive, Independent Director
No. of Board Meeting attended during FY 23-24	6	0
Remuneration Last Drawn	Nil	0
No. of Shares held in the Company as at 31 <sup>st</sup> March, 2024	0	0
Date of First Appointment on the Board	16 <sup>th</sup> January, 2017	10 <sup>th</sup> July 2024
Names of listed entities in which the person also holds the directorship	Nil	Nil
Relationship with other Directors & Key Managerial Personnel of the Company:	NA	NA

## DIRECTOR'S REPORT

**Dear Members,**

Presentation of the Annual Report together with the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2024 is hereby submitted as under:

### FINANCIAL RESULTS

The summarized financial performance highlight is presented in the table below:

Particulars	Standalone	
	FY 2023-24	FY 2022-23
Revenue from Operations	-	-
Other Income	70.20	62.81
Total Income	70.20	62.81
EXPENSES:	(35.97)	(37.49)
Profit/(Loss) before exceptional items and tax	34.24	25.32
Exceptional Items	-	-
Profit/(Loss) before tax	34.24	25.32
Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement	-	-
Items that will not be reclassified to Profit or loss	-	-
Profit/ (loss) for the period	25.42	18.77

### PERFORMANCE REVIEW

Your company has incurred a net Profit of Rs 25.42 lakhs during the year under review as against Rs. 18.77 lakhs in the previous financial year.

### DIVIDEND

Your Company is incurring losses, the Board of Directors does not recommend any dividend for the year 2023-24.



## **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

In compliance with the provisions of section 125 of the Companies Act, 2013, as at 31st March, 2024 Company has not recommend the dividend so, This Clause is not applicable.

## **TRANSFER TO RESERVES**

The Company has not transferred any amount to reserves during the year under review due to loss.

## **CHANGE IN SHARE CAPITAL**

There is no change in the share capital of the Company during the year under review.

## **ANNUAL RETURN**

A copy of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 ('the Act'), in the prescribed form, which will be filed with Registrar of Companies/MCA, for the year ended as on 31<sup>st</sup> March, 2024 is hosted on the website of company and can be accessed at [www.krettosysconltd.com](http://www.krettosysconltd.com)

## **NUMBER OF BOARD MEETINGS:**

During the Financial Year 2023-24, the Company held Six (6) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 were adhered to while considering the time gap between two meetings.

<b>Sr No</b>	<b>Date of Board Meeting</b>	<b>Director Present</b>
1	24-05-2023	3
2	27-05-2023	<u>3</u>
3	11-08-2023	3
4	05-09-2023	3
5	06-11-2023	3
6	14-02-2024	3

## **OPERATIONS & MANAGEMENT DISCUSSION AND ANALYSIS**

The current year's operations are covered in the Management Discussion and Analysis Report. This Report, as stipulated under Schedule V to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this annual report.

## **CORPORATE GOVERNANCE**

The Report on Corporate Governance, as stipulated in Schedule V to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, forms part of this Report. Further, it is stated that:

- (i) The composition of Audit Committee and other particulars are given in item No. 7 of the Corporate Governance Report.
- (ii) The Company has established a vigil mechanism for directors and employees to report their genuine concern and grievances. No personnel had been denied access to the Audit Committee.
- (iii) The Company has adopted Risk Assessment Procedure which provides an approach by the Management to identify potential events that may affect the Company, to manage the risk within its risk appetite and to provide reasonable assurance regarding the achievement of the objectives of the Company. The Management prioritizes the risk and finalizes the action plan for mitigation of the key risks. The Board is of the opinion that there are no elements of risk which may threaten the existence of the Company.
- (iv) The numbers of shares held by non-executive directors as on 31.03.2024 have been disclosed in item No. 12 of the Corporate Governance Report.
- (v) The meeting of Independent Directors was held during the year 2023-24 on 24-05-2023.
- (vi) The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this annual report.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The directors and KMP of the company as on March 31, 2024, are as under:

<b>Name</b>	<b>Designation</b>
Tushar Shashikant Shah	Chairman & Managing Director
Kapadia Kruti Kevin	Non-Executive - Independent Director,
Rajesh Modi	Non-Executive - Independent Director
Kush Bhadreshbhai Shah	Chief Financial Officer
Manya Anup Khetwani	Company Secretary

### **DIRECTORS RESPONSIBILITY STATEMENT**

As required by Section 134(3)(c) of the Companies Act, 2013, the Board of Directors states that:

- (a) In the preparation of the annual accounts for the financial year that ended March 31, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The Directors had prepared the annual accounts on a going concern basis;

(e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013. The details of the investments made by the company are given in the notes to the Financial Statements.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

There were no material contracts or arrangements with related parties during the year under review as referred to in sub-section (1) of section 188 of the Companies Act, 2013 and hence disclosure in Form AOC-2 is not attached.

#### **PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details as required under Clause-3 of Rule 8 of the Companies (Accounts) Rules, 2014, are provided in **Annexure - I** to the Directors' Report.

#### **PARTICULARS OF EMPLOYEES**

The information required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014, and forming part of the Directors' Report for the year ended 31<sup>st</sup> March 2023 is given in a separately **Annexure - II** to the Directors' Report.

### **FIXED DEPOSITS**

The Company has not either invited or accepted or renewed deposits from the members and public during the financial year ended 31st March 2024, under Chapter V of the Companies Act, 2013.

### **STATUTORY AUDITOR**

The statutory auditor M/s S. Mandawat & co., Chartered Accountants (ICAI Firm Registration Number 118330W) was appointed Annual General Meeting held on 20<sup>th</sup> September 19, from the financial year 2018-19 to 2023-24.

### **COST AUDITOR**

Maintenance of cost records as specified by the Central Government under Section 148 of the Companies Act 2013 is not applicable to the Company during the year under review.

### **OTHER DISCLOSURES**

The particulars as required under Section 134(3) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are given below:

- (i) The Company has in place adequate internal financial controls with reference to financial statements and such controls are adequate and are operating effectively.
- (ii) As per Section 92(3) read with 134(3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2024, is available on the website of company i.e. <https://www.krettosysconltd.com/>
- (iii) The Nomination and Remuneration Policy under Section 178(3) of the Companies Act, 2013, is given in **Annexure - III** to the Directors' Report.
- (iv) The Secretarial and Legal Compliance Audit Report in Form MR-3 prescribed under Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Section 204(1) of the Companies Act, 2013, is given in **Annexure - IV** to the Directors' Report.
- (v) The Nomination & Remuneration Committee of the Board has laid down the policy on the Director's appointment, remuneration, and criteria for determining qualifications, independence of directors, etc. Para-1 of the Corporate Governance Report discloses the criteria for payment of remuneration to Non-Executive Directors and details of remuneration paid to the Managing Director and that the Company does not have Stock Option Scheme.
- (vi) The formal annual evaluation of the Board and individual directors have been carried out

during the year 2023-24.

- (vii) The Company has not entered into a contract with related parties within the meaning of Section 188(1) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.
- (viii) The Company is not a subsidiary and Associate Company of any other company nor has a subsidiary company and Associate Company.
- (ix) Pursuant to provisions of Section 134(3) (ca) of the Companies Act, 2013, it is hereby confirmed that during the year 2023-24, there have been no frauds reported by the Auditor.
- (x) No significant or material orders were passed by the Regulators or Courts or Tribunals.
- (xi) The Company has adopted a policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act.
- (xii) The Directors confirm that the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly followed by your Company.

### **ACKNOWLEDGMENTS**

The Board of Directors wishes to express appreciation for the support and cooperation of the employees, various departments of Central and State Governments, Bankers, Financial Institutions, Suppliers, Employees, and Associates.

**For Kretto Syscon Limited  
By Order of the Board of Directors**

**Place: Ahmedabad  
Date: July 27, 2024**

**Sd/-  
Tushar Shashikant Shah  
Managing Director  
DIN: 01748630**

## ANNEXURE I TO DIRECTORS' REPORT

**Particulars of conservation of energy, technology absorption foreign exchange earnings, and outgo, as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014.**

### **Conservation of Energy -**

1. Steps were taken or impact on the conservation of energy -
  - a. The power factor was continuously monitored and maintained at 0.70 (Unit) power on a daily basis.
  - b. There was continuous monitoring and control of air consumption and compressors not required have been switched off
  - c. Use of LED lights / Solar lamps for office areas, gangways, and passages, etc
2. The steps were taken for utilizing alternate sources of energy (Pre CIRP) -
  - a. Light pipe - Utilization of light pipe is likely in the canteen building so that there is no need to switch on lights during the day.  
This light pipe transfers natural light in the given area. Electricity will no longer be required, and costs will have saved.

### **Technology absorption -**

1. Efforts were made towards technology absorption -
  - a. To cater to the needs of Automobile Industries, other Engineering industries, Railways, Defence and to be competitive in the market, specifications and features were enhanced in our product range.
  - b. Special focus in design of Special Purpose machines.
  - c. High Speed Gear Hobbing machine was developed with 0 to 180 deg Ring Loader to meet the increased demand for sprocket machining in the market.
  - d. Focus on Market of VTL Machines below 1000 mm Table size. VTL machines developed with L.M. Guideways and offset Table.
2. The benefits to be derived -
  - a. With the above technology absorption, there were improvement in product specifications, features and increase in Uptime.
  - b. Due to import substitution in past, heavy cost of imported components got considerably reduced.
  - c. This has improved price competitiveness of the products in the market.
3. No technology imported during years.
4. No expenditure incurred on Research and Development during the year.

**Foreign exchange earnings and outgo**

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>
<b>Foreign Exchange Earnings:</b>		
FOB Value of Exports	NIL	NIL
<b>Foreign Exchange Outgo:</b>		
Imports (CIF value)	NIL	NIL
Foreign Travel	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**By Order of the Board of Directors**

**Place: Ahmedabad**  
**Date: July 27, 2024**

**Sd/-**  
**Tushar Shashikant Shah**  
**Managing Director**  
**DIN: 01748630**

## ANNEXURE II TO THE DIRECTORS' REPORT

Information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your company for the Financial Year 2023-24 are as follows:

(Rs. in Lakh)

Name of Director (s)	Designation / Category	(2023-24)	(2022-23)	Variation (%)
Tushar Shahikant Shah	Chairman and Managing Director	NIL	NIL	-
	Median employees' remuneration	2.27	2.27	-

B. Details of percentage increase in the remuneration of Executive Directors, Chief Financial Officer and Company Secretary in the financial year 2023-24 are as follows:

(Rs. in Lakh)

Name of Director (s)	Designation / Category	(2022-23)	(2023-24)	Variation (%)
Tushar Shahikant Shah	Ex. Chairman and Managing Director	00	00	-
Manya Anup Khetwani	Company Secretary	1.44	1.44	-

C. Percentage increase in the median remuneration of all employees in the Financial Year 2023-24:

(Rs. in Lakh)

Name of Director (s)	2022-23	2023-24	Variation (%)
Median remuneration of all employees per annum	2.27	2.27	-

D. The number of permanent employees on the rolls of the Company: 6



**E. The explanation on the relationship between average increase in remuneration and Company's performance:**

There was no increase in remuneration during the year. The remuneration being paid to the Managing Director is in line with Schedule - V of the Companies Act, 2013 with the approval of the Nomination and Remuneration Committee and Shareholders.

**F. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

Company has paid salary to the best of Industry and appropriate with the Performance of the Company

**3. Percentage increase over/decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:** Not applicable as the Company has not made any public offer for the last more than 70 years.

**G. Comparison of average percentage increase in salary of employees other than key Managerial personnel and the percentage increase in the key managerial remuneration:**

(Rs. in Lakh)

	(2022-23)	(2023-24)	Variation (%)
Average salary of all employees (other than Key Managerial Personnel)	00	00	-

The managerial remuneration is in accordance with Schedule-V to the Companies Act, 2013 and is approved by the Nomination & Remuneration Committee and the shareholders.

**H. Key parameters for the variable component of remuneration paid to the Directors:**

There is no Remuneration paid to Director and Key Managerial Personnel.

**I. Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

it is not possible to compare the remuneration of the key managerial personnel against the

performance of the Company.

**J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of your Company.**

**K. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of your Company:**

1. The factory workers' remuneration is determined by the agreement with the Union.
2. The officers' remuneration is determined by policy laid down by the Management.
3. Ex. CMD's remuneration is in accordance with the provisions of Schedule-V to the Companies Act, 2013 and the same is approved by the Nomination & Remuneration Committee and the shareholders.
4. The sitting fees of the directors is approved by the Nomination and Remuneration Committee

**For Kretto Syscon Limited  
By Order of the Board of Directors**

Place: Ahmedabad  
Date: July 27, 2024

Sd/-  
**Tushar Shashikant Shah**  
Managing Director  
DIN: 01748630

## ANNEXURE - III TO THE DIRECTORS' REPORT

### NOMINATION AND REMUNERATION POLICY

#### 1. INTRODUCTION:

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company in compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

#### 2. COMPOSITION OF THE COMMITTEE:

The Committee comprises of following directors

Sr. No.	Name of the Director	Position	Category
1	Rajesh Modi	Chairman	Non-Executive – Independent Director
2	Kapadia Kruti Kevin	Member	Non-Executive - Independent Director
3	Tushar Shashikant Shah	Member	Executive Director

The Board had the power to re-constitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirements.

#### 3. DEFINITIONS:

“**Act**” means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.

“**Board**” means the Board of Directors of the Company.

“**The Company**” means Kretto Syscon Limited.

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, from time to time.

“**Key Managerial Personnel**” (KMP) means

- (i) Chief Executive Officer or the Managing Director or the Manager.
- (ii) Company Secretary.
- (iii) Whole-Time Director.
- (iv) Chief Financial Officer.

“**Senior Management Personnel**” means personnel of the Company who are members of its core management team excluding the Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not

defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

**“Independent Directors”** means a director referred to in Section 149 (6) of the Act.

#### **4. APPLICABILITY:**

This Policy is applicable to all Directors, Key Managerial Personnel (KMP) and Senior Management Personnel. Senior Management Personnel shall include the following:

- All officers of the Company at the level of Head and above.

#### **5. ROLE OF COMMITTEE:**

**The role of the Committee inter alia will be the following:**

- (i) To identify persons who are qualified to become Directors, KMP and Senior Management personnel.
- (ii) To recommend to the Board for appointment and removal of Director, KMP and Senior Management personnel.
- (iii) To formulate criteria for determining qualification, positive attributes and independence of a Director;
- (iv) To formulate criteria for evaluation of Independent Director and the Board.
- (v) To recommend to the Board a policy for remuneration of Directors, KMP and Senior Management Personnel.
- (vi) To formulate the policy of remuneration and ensure that-
  - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
  - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and.
  - c) Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- (vii) To devise a policy on Board diversity.
- (viii) To carry out any other responsibilities and duties delegated to it by the Board from time to time.

#### **6. APPOINTMENT CRITERIA AND QUALIFICATIONS:**

- (i) The Committee shall identify, ascertain the integrity, qualification, expertise, experience of a person and recommend to the Board for his / her appointment as

Director/ KMP/Senior Management Personnel of the Company.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity based on the specific needs and business of the Company.

- (ii) The Director, KMP and Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Agreement or any other enactment for the time being in force.
- (iii) The Committee shall identify persons who are qualified to become Director and shall carry out the evaluation of every Directors performance.
- (iv) The Committee shall identify persons who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

#### **7. TERM /TENURE OF APPOINTMENT:**

The Term / Tenure of the Director shall be governed by the provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

#### **8. REMOVAL:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, or under any other applicable Act, Rules and Regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP and Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

#### **9. RETIREMENT:**

The Director, KMP and Senior Management personnel of the Company shall be eligible for retirement as per the applicable provisions of the Companies Act, 2013 and any prevailing policy of the Company in relation to retirement of employees.

#### **10. REMUNERATION:**

The Committee will recommend the remuneration to be paid to the Director, KMP and Senior Management Personnel to the Board for their approval.

- **Executive Director:**

The Remuneration/ Compensation/ Commission etc. to be paid to Executive Director shall be governed as per provisions of the Companies Act, 2013 and Rules made thereunder or any other enactment for the time being in force.

- **Non-Executive Independent Directors:**

The Non-Executive Independent Director may receive remuneration/ compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and Rules

made thereunder or any other enactment for the time being in force.

- **KMP / Senior Management Personnel:**

The Remuneration to be paid to KMP/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any, prescribed under the Companies Act, 2013 and Rules made there under or any other enactment for the time being in force.

## **11. EVALUATION**

The Committee shall carry out evaluation of performance of each director of the Company on a yearly basis.

The Committee shall monitor and review board evaluation framework, conduct an assessment of the performance of the Board against criteria as determined and approved by the Committee.

The performance evaluation of Independent Directors was done by the entire Board of Directors, on the basis of recommendations of the Committee (excluding the director being evaluated).

## **12. AMENDMENTS:**

This policy can be amended by the Board of Directors on its own or based on the recommendation made by the Nomination and Remuneration Committee from time to time.

**For Kretto Syscon Limited  
By Order of the Board of Directors**

Place: Ahmedabad  
Date: July 27, 2024

Sd/-  
Tushar Shashikant Shah  
Managing Director  
DIN: 01748630

**Form No.MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended 31.03.2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

**The Members,  
KRETTO SYSCON LIMITED  
CIN: L70100GJ1994PLC023061  
A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR  
ISCON TEMPLE CROSS ROAD, S.G HIGHWAY  
AHMEDABAD**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KRETTO SYSCON LIMITED**, (herein after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have e-examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External commercial borrowing;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable as the Company has not issued any shares / options to directors / employees under the said regulations during the Financial Year under review;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable as the Company has not issued and listed debt securities during the Financial Year under review
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchanges during the Financial Year under review
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -Not applicable as the Company has not bought back / has proposed to buy-back any of its securities during the Financial Year under review.

vi. The management has identified and confirmed the following laws as specifically applicable to the Company: -

- a) The Employee's Provident Fund & Miscellaneous Provisions Act, 1952
- b) The Employees' State Insurance Act, 1948
- c) The Maternity Benefit Act, 1961
- d) The Payment of Gratuity Act, 1972
- e) The Workmen's Compensation Act, 1923
- f) Payment of Bonus Act, 1965

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited.



During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except following:-

1. Company should appoint internal as per the companies act, 2013.
2. Newspaper Advertisement of Financial Results should be given as per Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Audit report of the company should be signed by CS and CFO of the company.
4. Retirement of Directors as per Section 152 of the Companies Act, 2013 should be complied
5. Nomination and Remuneration Committee should be constituted as per Section 178 of the Companies Act, 2013

I further report that

- The Board of Directors of the Company should be duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review, there were no changes in the composition of the Board of Directors of Company.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Jitendra Parmar**  
**Practising Company Secretaries**

**Sd/-**

**Proprietor**

**COP: 15863, FCS: 11336**

**UDIN : F011336F000835753**

**Date: 26.07.2024**

**Place: Ahmedabad**

Note: This Report is to be read with Our Letter of event date which is annexed as Annexure "A" and forms an integral part of this report.

**Annexure: "A"**

**To,  
The Members,  
KRETTO SYSCON LIMITED  
CIN: L70100GJ1994PLC023061  
A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR  
ISCON TEMPLE CROSS ROAD, S.G HIGHWAY  
AHMEDABAD**

Secretarial Audit Report of event date, for the Financial Year 2023-24 is to be read along with this Letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the company. My responsibility is to express an opinion on Secretarial Records based on my Audit as presented by management to us.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of the management. My examination was limited to the verification of the procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Jitendra Parmar  
Practising Company Secretaries**

**Sd/-  
Proprietor  
COP: 15863, FCS: 11336  
UDIN : F011336F000835753  
Date: 26.07.2024  
Place: Ahmedabad**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Financial Review**

The company has **NIL** turnover in the current year as against Nil turnover in the previous year. Further, the company has incurred a net Profit of Rs. (1365.21) Lakhs as against Rs. (2247.98) Lakhs.

### **Net Worth**

The net worth of the company is Rs16.71Crore as against 16.46 Crore in the previous year.

### **Segment Review**

The company operates in a Two segment i.e. Information Technology and construction business.

### **Risk and Concern**

Bullish about the construction business. However, Changes in rate of Interest will affect Company's Profitability. The changes in law also affect the quantum of work for the company.

### **Internal Control System and their adequacy**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guide lines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management.

### **Environmental Issues**

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

### **Financial Performance with Respect to Operation Performance**

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind of borrowing where ever possible.

**Cautionary statement**

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

## Corporate Governance Report

1. **OUR CORPORATE GOVERNANCE PHILOSOPHY:** The Company lay great emphasis on adopting and practicing principles of good Corporate Governance with a view of achieving business excellence by enhancing long-term shareholder value and the interest of all its stakeholders through sound business decisions, prudent financial management and a high standard of business ethics.

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the report contains the details of Corporate Governance systems and processes at Kretto Syscon Limited.

### 2. **BOARD OF DIRECTORS**

The present strength of the Board of Kretto Syscon Limited remains at 5(Five) directors, comprising of 3 (Three) independent directors, as stated below:

<b>Name of Directors</b>	<b>Category</b>
Tushar Shashikant Shah	Executive Director
Kapadia Kruti Kevin	Non-Executive Director and Independent Director
Rajesh Modi	Non-Executive Director and Independent Director
Akshita Dave	Additional Non-Executive, Independent Director
Manishbhai Vasantkumar Nirmal	Non-Executive Director
Kush Bhadreshbhai Shah	Chief Financial Officer
Manya Anup Khetwani	Company Secretary

### 3. **BOARD MEETINGS AND ATTENDANCE**

During the period under review, 5(Five)-board meeting was held.

Attendance of each Director at the Board meetings and last annual general meeting (AGM) and the number of Companies and committees where the director/member is given below:

<b>Name of Director</b>	<b>Category of Directorship</b>	<b>Number of Board meetings attended</b>	<b>Attendance at the last AGM held on 28/09/2023</b>	<b>Directorship in other Listed Companies</b>
Tushar Shashikant Shah	Executive Director, Chairperson MD	6	Yes	-
Kapadia Kruti Kevin	Non-Executive, Independent Director	6	Yes	3
Rajesh Modi	Non- Executive Independent	6	Yes	2

	Director			
Manishbhai Vasantkumar Nirmal	Non- Executive Director	0	No	0
Akshita Dave	Non- Executive Independent Director	0	No	2

#### **4. MEETING OF THE COMMITTEES HELD DURING THE YEAR AND MEMBERS' ATTENDANCE**

During the period under review, the company held following Committee Meeting during the year 2023-24.

##### **Audit Committee Meeting**

Sr No	Date	Sr No	Date	Sr No	Date	Sr No	Date
1	24-05-2023	2	11-08-2023	3	06-11-2023	4	14-02-2024

##### **Nomination And Remuneration Committee Meeting**

Sr No	Date	Sr No	Date	Sr No	Date	Sr No	Date
1	24-05-2023	2	11-08-2023	3	06-11-2023	4	14-02-2024

##### **Stake holder Relationship Committee Meeting**

Sr No	Date	Sr No	Date	Sr No	Date	Sr No	Date
1	24-05-2023	2	11-08-2023	3	06-11-2023	4	14-02-2024

##### **Independent Director Committee Meeting**

Sr No	Date
1	24-05-2023

#### **5. PROCEDURE OF COMMITTEE MEETINGS**

The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. Each Committee has the authority to engage outside experts, advisors, and counsels to the extent it considers appropriate to assist in its functioning. The composition and terms of reference of all the committees are in compliance with the provisions of the Companies Act, 2013, and Listing Regulations as applicable. The composition of all the committees is given in this report.

#### **6. AUDIT COMMITTEE**

The Audit Committee consisted of 2 Non-Executive Independent Directors namely Mrs. Kapadia Kruti Kevin and Mr. Rajesh Modi and Mr. Tushar Shah. Mr. Rajesh Modi is the Chairman of the Audit Committee.

The Audit Committee has been mandated with the terms of reference in accordance with the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

During the financial year, 4 (Four) meeting of audit committee was held.

#### **7. *NOMINATION AND REMUNERATION COMMITTEE***

The Nomination and Remuneration Committee consisted of 2 Non-Executive Independent Directors namely Mrs. Kapadia Kruti Kevin and Mr. Rajesh Modi and Mr. Tushar Shah. Mr. Rajesh Modi is the Chairman of the Nomination and Remuneration Committee.

The Committee has been mandated with the terms of reference in accordance with the requirement of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the financial year, 4(Four) meeting of the Nomination & Remuneration committee.

#### **8. *CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE:***

Corporate Social Responsibility and Governance Committee has not applicability due to Non-applicability of Conditions.

#### **9. *PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS***

The Human Resources Nomination and Remuneration Committee has devised a criterion for the evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, and compliance with the code of conduct, vision, and strategies which is in compliance with applicable laws, regulations, and guidelines.

During the financial year evaluation by Nomination and Remuneration Committee was conducted as the power exercised by the Board of Directors.

#### **10. *REMUNERATION POLICY***

The Company's Remuneration Policy for directors, key managerial personnel and other employees is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is consonance with existing industry practice.

##### ***Remuneration of the Chairman and Managing Director for financial year 2023-24.***

The Company paid no remuneration nor by way of salary, allowances and perquisites to the Chairman & Managing Director as recommended by Nomination and Remuneration Committee and approved by the Board of Directors and shareholders of the Company during the period 1st April, 2023 to 31st March 2024.

#### **11. *Remuneration of the Non-Executive Directors for the Financial Year 2023-24***

No sitting fees are paid as no board and committee meeting held during the financial year.

## 12. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH 2024

Sr.	Name of the Director	No. of shares held
1.	Kapadia Kruti Kevin	0
2.	Rajesh Modi	0
3.	Manishbhai Vasantkumar Nirmal	0
4.	Akshita Dave	0

## 13. STAKEHOLDERS RELATIONSHIP COMMITTEE

This Committee consists of 2 Non-Executive Independent Directors namely Mrs. Kapadia Kruti Kevin and Mr. Rajesh Modi and Mr. Tushar Shah. Mr. Rajesh Modi is the Chairman of the Stakeholders Relationship Committee.

During the financial year, 4 (Four) meetings of Stakeholders Relationship Committee were held as per the power of the board of directors of the Company.

**Investor Grievance Redressal:** Statement of Various complaints received and cleared by the Company during the year ended on 31st March 2024:

Sr. No	Subject	Received	Cleared	Pending
1	Non-Receipt of Share Certificate	-	-	-
2	Non-Receipt of Dividend	-	-	-
3	Non-Receipt of Annual Report	-	-	-
4	Non-Receipt of Exchange Certificate	-	-	-
5	Scores / Stock Exchange	-	-	-
6	Other	-	-	-
	Total	-	-	-

## 14. GENERAL BODY MEETINGS

(a) Details of location and time of holding of last three AGMs:

Financial Year	Venue	Date
2020-21	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	29 <sup>th</sup> November, 2021
2021-22	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	10 <sup>th</sup> August, 2022



2022-23	Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)	28 <sup>th</sup> September 2023
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(b) Resolutions passed through Postal Ballot: No postal ballot was conducted during the financial year 2023-24

There is no immediate proposal for passing resolution through postal ballot

## 15. CORE SKILL / EXPERTISE / COMPETENCIES AVAILABLE WITH THE BOARD

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

While all the Board members possess the skills identified, their area of core expertise is given below:

Matrix Skill	Directors		
	Tushar Shashikant Shah	Kapadia Kruti Kevin	Rajesh Modi
Business Strategy	✓	-	✓
Industry Experience	✓	✓	✓
General Management	✓	✓	✓
Accounting / Auditing	-	-	✓
Finance	-	-	✓
Legal / Secretarial / Compliance	-	-	-
Human Resource Management	✓	-	-
Risk	✓	✓	✓

Management			
Information Technology	-	✓	-

## 16. FAMILIARISATION OF PROGRAMMES FOR BOARD MEMBERS

During the financial year the board of directors undertakes the familiarisation of programmes for board members

## 17. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct and Our Code (the Codes) applicable to the Directors and employees. The Codes give guidance and support needed for ethical conduct of business and compliance of law. The Codes reflect the core values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

## 18. SUCCESSION PLANNING

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee used to work along with the Human Resource team of the Company for a structured leadership succession plan.

## 19. SELECTION OF INDEPENDENT DIRECTORS

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board. The Committee inter alia considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such person in accordance with the Company's Policy for selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and takes appropriate decisions.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgment and without any external influence.

In the opinion of the Board, the Independent Directors fulfilled the conditions specified in the Listing Regulations and are independent of the management.

## 20. DISCLOSURES

### a. **Materially Significant related party transactions:**

The particulars of transactions between the Company and its related parties are set out in Notes to Accounts in the Annual Report. These transactions are not likely to have any conflict with Company's interest.

b. **Management Disclosures:**

The Senior Management Personnel have been making disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management Personnel has entered into any such transactions during the year.

c. **Details of non- compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years:**

The Company has tried its best to comply with the requirements of the Listing Agreement with the Stock Exchanges as well regulations and guidelines prescribed by SEBI but due to late filing by the company the stock exchanges has fined.

d. **Risk Management Framework:**

The Board of Directors has adopted the Risk Assessment Procedure. The procedure provides an approach by the top Management to identify potential events that may affect the Company, to manage the risk within its risk appetite and to provide reasonable assurance regarding the achievement of objectives of the Company.

e. **Vigil Mechanism:**

The Company has established a vigil mechanism for directors and employees to report their genuine concern and grievances. No personnel were denied access to the Audit Committee.

f. Board of Directors did not confirms that the independent directors fulfill the condition of SEBI (LODR) Regulations, 2015.

g. During the financial year 2023-24, 5 (Five) board committee and 4(Four) committee meeting held, the board did not do any mandatory recommendations.

h. There are no complaints received or pending relating sexual harassment of women during the year.

i. None of the directors are disqualified or debarred.

j. No funds have been raised through preferential allotment or private placement during the year.

## 21. MEANS OF COMMUNICATION

The quarterly, half yearly and annual results are published in English newspaper and in Gujarati newspaper. No presentations were made to institutional investors or to the analysts during the year.

## 22. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting: Date, time and venue	The Annual General Meeting of the Company is being conducted through VC/OAVM. In accordance with the provisions of Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/ Clarification dated April 15, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
Financial Year	The financial year of the Company is for a period of 12 months from 1st April, 2023 to 31st March, 2024
Date of Book Closure	18th August 2024 to 24th August 2024 (both days inclusive)
Financial Calendar (Tentative) Results for Quarter ending 30.06.2023 Results for Quarter ending 30.09. 2023 Results for Quarter ending 31.12. 2023 Results for Quarter ending 31.03. 2023	2 <sup>nd</sup> Week of August 2023 2 <sup>nd</sup> Week of November 2023 2 <sup>nd</sup> Week of February 2023 Last week of May, 2024
Listing on Stock Exchange	The Company’s shares are listed on Bombay Stock Exchange Limited.
Stock / Script Code	531328 on BSE Ltd.,
ISIN Number	INE128R01023

## 23. INVESTOR SERVICES

The Company has appointed M/s Purva Shareregistry India Pvt. Ltd., whose address is given below, as its Registrar and Transfer Agents. The Registrar handles all matters relating to the shares of the Company including transfer, transmission of shares, dematerialization of share certificates, subdivision/ consolidation of share certificates and investor grievances.

### **M/s Purva Shareregistry India Pvt. Ltd**

Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011

Tel. No. 022 4790 0138.

Email ID: [support@purvashare.co](mailto:support@purvashare.co)

## 24. SHARE TRANSFER SYSTEM

All the transfers received are processed by Registrar and Transfer Agents. Share transfers are registered and returned within maximum of 15 days from the date of lodgment if documents are complete in all respects. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

Pursuant to Regulations 40(9) of the Listing Regulations, Certificates have been issued on half-yearly basis by a Company Secretary in Practice, certifying due compliance of share transfer formalities by Registrar and Transfer Agents.

**25. DEMATERIALIZATION OF SHARES**

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on 31st March 2024.

**26. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT.**

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the BSE Limited and National Stock Exchange, where the Company's shares are listed. The audit confirms that total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**27. ADOPTION OF MANDATORY AND DISCRETIONARY REQUIREMENTS.**

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has not adopted any discretionary requirements of the Listing Regulations:

**28. AUDIT QUALIFICATION**

The Company's Standalone Financial Statement for the year ended 31st March, 2024 doesn't contain audit qualifications. For details, refer to Standalone report.

**29. ANNUAL REPORT:**

The Annual Report containing, inter alia, Audited Financial Statement, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company.

**30. LETTERS TO INVESTORS:**

Letters were sent to the shareholders as per records, for claiming unclaimed / unpaid dividend / interest on fixed deposits / dematerialization of shares / updating PAN, email address and bank account details.

Members who are yet to register their email address, PAN details, address, bank details etc. are requested to register by contacting with the web link provided by Registrar and Share Transfer Agent.

The Company has also sent intimations to the shareholders holding shares in physical form, informing them about SEBI's mandate to permit transfer of shares only in dematerialized form w.e.f. April 1, 2019.

BSE Listing Centre (Listing Centre): BSE's Listing Centre is a web-based application designed for corporates. All periodical and other compliance filings are filed electronically on the Listing Centre.

**31. OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

There are no outstanding GDRs/ ADRs. During the year, no conversion took place and hence there was no effect on Equity Share Capital of the Company.

**32. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH 2024**

Shareholding of nominal Value (C)				
	Folios Number	% to total	Amounts	% to total
(1)	(2)	(3)	(4)	(5)
1 – 500	39157	67.035	4632021	2.990
501 - 1000	7142	12.227	6177613	3.988
1001- 2000	5032	8.615	75,49,365	4.873
2001- 3000	1929	3.302	4889395	3.156
3001- 4000	773	1.323	2760668	1.782
4001- 5000	1073	1.837	5193040	3.352
5001- 10000	1740	2.979	13625349	8.795
10001 and above	1565	2.679	110096626	71.065
<b>Total:</b>	<b>58413</b>	<b>100%</b>	<b>154924077</b>	<b>100.000</b>

**33. SECRETARIAL AUDIT.**

Jitendra Parmar, a qualified Practicing Company Secretaries have conducted the Secretarial Audit for the financial year 2023-24. The Audit Report confirms that the Company has complied with the most of the provisions contained in its Memorandum and Article of Association, the applicable provisions of the Act and Rules made thereunder, Listing Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

**34. RE-APPOINTMENT AND APPOINTMENT OF DIRECTORS**

The Company has formulated a Code of Conduct for all Directors and Senior Management of the Company and the same has been adopted by the Board.

**35. CODE OF CONDUCT**

The Company has formulated a Code of Conduct for all Directors and Senior Management of the Company and the same has been adopted by the Board.

**36. WEBLINKS FOR THE MATTERS REFERRED IN THIS REPORT ARE AS UNDER:**

Notice and Annual Report will be available on the website of the Company (“Company”) i.e <https://www.krettosysconltd.com/> websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the e-voting website of CDSL.

**For Kretto Syscon Limited  
By Order of the Board of Directors**

**Place: Ahmedabad  
Date: July 27, 2024**

**Sd/-  
Tushar Shashikant Shah  
Managing Director  
DIN: 01748630**

**Compliance CFO Certificate**  
**[Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015]**

**To,**  
**The Board of Directors**  
**Kretto Syscon Limited**

I hereby certify to the best of knowledge and belief that:

- a) I have reviewed the financial statements and cash flow statements of the Company for the year ended March 31, 2024 and
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations
- b) There are no transactions entered into by the Company during the year ended March 31, 2024, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. I have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and steps that have been taken to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee, wherever applicable:
  - i) Significant changes in the internal control over financial reporting during the year.
  - ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Kretto Syscon Limited**  
**By Order of the Board of Directors**

**Place: Ahmedabad**  
**Date: July 27, 2024**

**Sd/-**  
**Kush Bhadreshbhai Shah**  
**Chief Financial Officer**



## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
KRETTO SYSCON LIMITED  
Report on the Audit of the Financial Statements**

### Opinion

We have audited the Financial Statements of **KRETTO SYSCON LIMITED** (“the Company”), which comprise the balance sheet as at 31<sup>st</sup> March 2024, and the statement of profit and loss, (*statement of changes in equity*) and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information [hereinafter referred to as “the Financial Statements”].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit/loss, (*changes in equity*) and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* 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 together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 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 we have obtained is sufficient and appropriate to provide a basis for our opinion.

### “Information Other than the Financial Statements and Auditor's Report Thereon”

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the X report, but does not include the Financial Statements and our auditor's report thereon.

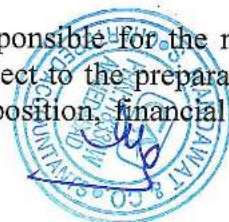
Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, (*changes in equity*) and





cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are 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 Statements.

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

- a. Identify and assess the risks of material misstatement of the Financial Statements, 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.
- b. 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's 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 Company's ability 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 Financial Statements





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.

- e. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements 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 Financial Statements.

We communicate with those charged with governance 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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

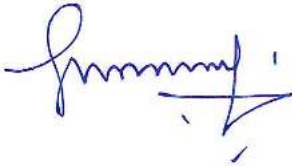
### **Report on Other Legal and Regulatory Requirements**

1. The provisions of the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 is applicable to the Company, refer to our separate Report in "**Annexure A**".
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014



- (e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company have pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For S.Mandavat & Co.**  
**CHARTED ACCOUNTANTS**  
**FRN: 118330w**



**CA. Subhashchandra Mandawat**  
**M.No. : 102708**  
**Place: Ahmedabad**

**Date: 02.05.2024**  
**UDIN: 24102708BKENMK4798.**



## **ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

### **Annexure 'A'**

#### **Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date**

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- i. The Company has fixed assets, and company is maintaining proper records showing full particulars including quantitative details and situation of property plant and machinery. The physical verification and all the proper records maintained by the management.
- ii. There is no Closing stock at the end of the year, hence Not Applicable.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, investment, guarantees, and security.
- v. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.



- vii. According to information and explanations given to us and on basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues with the appropriate authorities. The company has demand for the F.Y 2014-15, : 1,15,70,910/- , F.Y 2013-14 : 32,16,610/-, AND F.Y 2015-16 : 1,41,47300/-, F.Y 2016-17: Rs. 61730 + Rs.113310 = 175040/-.. against which CIT(A) is pending.
- viii. There is no any such transaction which was not recorded in the books of accounts, and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- x. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- xi. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii. The company is not a Nidhi Company. Therefore clause (xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. As per company size and nature of its transaction there is no need to apply internal audit systems, hence N.A
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or person

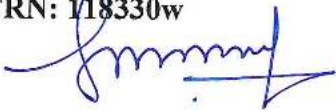




connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- xvi. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. And accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.
- xvii. There is no any cash losses incurred during the year consideration, hence N.A.
- xviii. There is no any resignation of statutory auditors during the year consideration, hence N.A.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, and as per the auditor's opinion that **there is no any material uncertainty exists as on the date of the audit report**. The company is **capable** of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. There is no any ongoing projects, the company has transferred unspent amount during the year consideration.
- xxi. There is no any adverse demand and qualification by the respective auditors, hence N.A.

For S.Mandavat & Co.  
CHARTED ACCOUNTANTS  
FRN: 118330w



CA. Subhashchandra Mandawat  
M.No. : 102708  
Place: Ahmedabad



Date: 02.05.2024  
UDIN: 24102708 BENM#4798

## **ANNEXURE - B TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **KRETTO SYSCON LIMITED** ("The Company") as of 31<sup>st</sup> March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.





## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

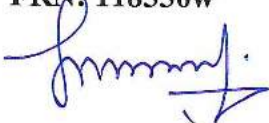
## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S.Mandavat & Co.**  
**CHARTED ACCOUNTANTS**  
**FRN: 118330w**



**CA. Subhashchandra Mandawat**  
**M.No. : 102708**  
**Place: Ahmedabad**

**Date: 02.05.2024**

**UDIN: 24102708BKENMK4798.**

## **Annexure C to the Independent Auditors' Report**

Additional Reporting as per Revised Schedule-III of the Companies Act -2013  
[Amended on 24<sup>th</sup> March 2021]

Additional Regulatory Information

### **1. Title Deeds of Immovable Property not held in the name of the Company**

As per the information and explanation given to me, the records examined by me and based on the examination, in company there is no immovable property, hence N.A

### **2. Revaluation of Property, Plant & Equipments**

The Company has not revalued its Property, Plant and Equipments during the current financial year.

### **3. Loans & Advances to Directors, Promoters KMPs & Related Parties**

The Company has not granted any loans or advances in the nature of loan outstanding to any of its Promoters, Directors, Key Managerial Personals and related parties.

### **4. Capital Work-in-Progress**

The Company does not have any Capital Work in Progress Account as at the Balance Sheet Date.

### **5. Intangible Assets under Development**

The Company does not have any Intangible Assets under development as at the Balance Sheet Date.

### **6. Details of Benami Property held**

The Company does not hold any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

### **7. Wilful Defaulter**

As informed by the management, the name of the Company and any of its directors does not appear under the list of wilful defaulter.





## 8. Relationship with Struck off Companies

The Company does not have any transactions with the Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

## 9. Registration of charges or satisfaction with Registrar of Companies

The Company does not require to create/modified/satisfied charge on the assets of the Company during the financial year.

## 10. Compliance with number of layers of Companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017.

## 11. Financial Ratios FY 2023-24

SR. No	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.08	0.41	-80.49%	-
2	Debt-Equity Ratio	Loans (Liabilities)	Capital Accounts + Net Profit	0.00	0.00	-	-
3	Debt Service Coverage Ratio	Net Operating Income	Interest on Loan + Loan Repayment	0.00	0.00	-	-
4	Return on Equity Ratio	Profit	Equity+Profit	0.015	0.011	36.36%	-
5	Inventory Turnover Ratio	Inventory	Turnover	0.00	0.00	-	-
6	Trade Receivable Turnover Ratio	Trade Receivable	Turnover	0.00	0.00	-	-



**12. Compliance with approved Scheme(s) of Arrangements**

There is not any scheme of arrangements has been approved by the competent authority in terms of section 230 to 237 of the Companies Act, 2013 during the current financial year.

**13. Utilization of Borrowed funds and Share Premium**

[A] The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall

- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

[B] The Company has not received any funds from any persons(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

**14. Undisclosed Income**

The Company does not have any transaction which was not recorded in the books of accounts in earlier years & that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**15. Corporate Social Responsibility**

The Company is not covered under section 135 of the Companies Act, 2013.

**16. Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year.



**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**  
Balance Sheet as at 31st March, 2024

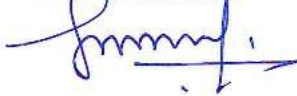
in Rs.

Particulars	Note No	March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	73,59,202	74,17,307
(b) Capital Work-in-Progress		-	-
(c) Intangible Assets		-	-
(d) Financial Assets		-	-
(i) Investments		-	-
(ii) Loans	3	17,71,31,535	16,36,50,739
(iii) Other financial assets		-	-
(e) Other Non-Current Assets	4	30,000	45,000
<b>(2) Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets		-	-
(i) Investment		-	-
(ii) Trade Receivables		-	-
(iii) Cash and Cash Equivalents	5	7,476	76,163
(iv) Bank Balances (Other than (iii) above)	5	3,89,304	42,03,227
(v) Loans		-	-
(vi) Other financial assets		-	-
(c) Other Current Assets	6	3,06,020	2,01,487
<b>TOTAL ASSETS</b>		<b>18,52,23,537</b>	<b>17,55,93,923</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	7	15,67,98,114	15,67,98,114
(b) Other Equity	8	1,03,14,778	78,07,929
<b>LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (net)	9	837	8,812
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings	10	1,01,51,011	-
(ii) Trade Payables	11	25,52,698	55,02,698
(iii) Other financial liabilities		-	-
(b) Other current liabilities		-	-
(c) Provisions	12	45,04,806	48,17,994
(d) Current tax liabilities (Net)	13	9,01,293	6,58,374
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>18,52,23,537</b>	<b>17,55,93,923</b>

Significant Accounting Policies and other accompanying Notes (1 to 20) form an integral part of the Financial Statements

As per our report of even date

For, S. Mandawat & Co.  
**Chartered Accountant**  
Firm Reg. No. 118330W



(Subhashchandra K. Mandawat)  
Partner

Place :- Ahmedabad  
Date :- 02.05.2024

UDIN : 24102705BKENMK493C



Rajesh J. Modi

Director  
RAJESH MODI  
(DIN: 09161222)

K Kapadia

Director  
KAPADIA KRUTI  
(DIN: 07746940)






**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**  
**Statement of Profit & Loss for the year ended 31st March, 2024**

Particulars	Note No	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from Operations	14		-
Other Income	15	70,20,413.00	62,81,466.00
<b>TOTAL INCOME</b>		<b>70,20,413.00</b>	<b>62,81,466.00</b>
<b>EXPENSES</b>			
Purchase of Stock in Trade	16	-	-
Employee Benefits Expense	17	11,41,664.00	16,23,114.00
Other Expenses	18	24,54,914.00	21,26,146.00
<b>TOTAL EXPENSES</b>		<b>35,96,578.00</b>	<b>37,49,260.00</b>
<b>Profit before tax</b>		<b>34,23,835.00</b>	<b>25,32,206.00</b>
Tax Expense:			
(1) Current Tax		8,90,197.38	6,58,373.00
(2) Deferred Tax		(7,974.73)	(3,225.00)
<b>Profit for the year</b>		<b>25,41,612</b>	<b>18,77,057.00</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
i. Items that will not be reclassified to profit or loss		-	-
ii. Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other Comprehensive Income for the year (net of tax)</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>25,41,613.00</b>	<b>18,77,057.00</b>
Earning per equity share( Face Value Rs. 10/- each) Basic and Diluted (Rs.)			

Significant Accounting Policies and other accompanying Notes (1 to 20) form an integral part of the Financial Statements  
As per our report of even date

For and on behalf of the Board

For, S. Mandawat & Co.  
**Chartered Accountant**  
Firm Reg. No. 118330W



(Subhashchandra K. Mandawat)

Partner

Place :- Ahmedabad

Date :- 02.05.2024

UDIN : 24102708 BKENMK4798.



Rajesh J. Modi

Director  
**RAJESH MODI**  
(DIN: 09161222)



K Kapadia

Director  
**KAPADIA KRUTI**  
(DIN: 07746940)

Kretto Syscon Limited formerly known as Ideal Texbuild Limited  
STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

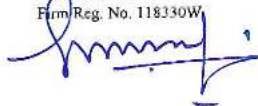
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	34,23,835	25,32,206
Add : Depreciation and amortisation expenses	58,105	45,375
Transfer to Reserve	-	-
Bad debts	-	-
Appropriations	-34,765	-84,579
Miscellaneous Expenses amortized	-	-
Miscellaneous Expenses - incurred	-	-
Impairment Allowances for doubtful debts	-	-
	23,340	-39,204
	34,47,175	24,93,002
Less: Interest Income	-	-
Dividend Income from Investments	-	-
Net gain/(loss) on sale of Current Investments	-	-
Net gain/(loss) on Fair Valuation of current investments	-	-
Net gain/(loss) on Foreign Exchange fluctuation and translation	-	-
Provisions / Liabilities no longer required written back	-	-
Profit/(Loss) on sale / discard of Fixed Assets (Net)	-	-
Operating Profit before Working Capital changes	34,47,175	24,93,002
Less: Increase/(Decrease) in Inventories	-	-
Increase/(Decrease) in Trade Receivables	-	-
Increase/(Decrease) in Loans & advances, other financial and non-financial assets	-1,35,70,329	53,81,109
(Increase)/Decrease in Trade Payables, other financial and non-financial liabilities and provisions	71,30,742	-55,11,557
	-64,39,587	-1,30,448
Cash generated from Operations	-29,92,412	23,62,554
Less: Direct Taxes paid (Net)	8,90,197	6,58,374
Net cash flow from Operating activities	-38,82,609	17,04,180
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment, Intangible Assets and Fixed Assets sold/discarded	-	-1,61,500
(Purchase)/Sale of Investment (net)	-	-
Advances and Loans to subsidiaries	-	-
Interest received	-	-
Dividend received	-	-
Investment in bank deposits (having original maturity of more than 3 months)	-	-1,61,500
Net Cash flow from Investing activities	-	-1,61,500
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/(Repayments) from short term borrowings (net)	-	-
Proceeds/(Redemption / Repayment) of Long Term Debentures/Term Loan	-	-
Interest and other borrowing cost paid	-	-
Dividend paid	-	-
Share Application Money Returned	-	-
Tax on Dividend	-	-
Net cash flow from Financing activities	-	-
Cash and Cash equivalents (A+B+C)	-38,82,609	15,42,680
Cash and Cash equivalents as at 1st April	42,79,390	27,36,710
Cash and Cash equivalents as at 31st March (refer note no. 6)	3,96,780	42,79,390

Note :

1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows' as

Significant Accounting Policies and other accompanying Notes (1 to 20) form an integral part of the Financial Statements  
As per our report of even date

For, S. Mandawat & Co.  
Chartered Accountant  
Firm Reg. No. 118330W



(Subhashchandra K. Mandawat)  
Partner  
Place :- Ahmedabad  
Date :- 02.05.2024



Rajesh J. Modi

Director  
RAJESH MODI  
DIN: 09161222

K. Kapadia

Director  
KAPADIA KRU  
DIN: 07746946



Kretto Syscon Limited formerly known as Ideal Texbuild Limited

**Statement of Changes in Equity for the year ended 31st March, 2024**

(i) Equity Share Capital

Particulars	In Rs lakh
Balance as at April 1,2022	1,425.44
Changes during the year	142.54
Balance as at March 31,2023	1,567.98
Changes during the year	-
Balance as at March 31,2024	1,567.98

(ii) Other Equity

As at March 31,2024

Particulars	Reserves & Surplus				Items of Other Comprehensive Income	Equity Instrument through Other Comprehensive Income	Total
	Capital Reserve	Central State Subsidy	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit Plans		
Balance as at March 31, 2023	-	-	78,07,930	-	-	-	78,07,930
Total comprehensive income for the year	-	-	-	25,41,612	-	-	25,41,612
Transferred from Retained earnings to General Reserve	-	-	25,41,612	-25,41,612	-	-	-
Appropriations for the year	-	-	-34,765	-	-	-	-34,765
Transfer to Retained earning on disposal of Bonus Shares	-	-	-	-	-	-	-
Interim Dividend including tax thereon	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	-	1,03,14,778	-	-	-	1,03,14,778

As at March 31, 2023

Balance as at April 1, 2022	-	-	60,15,451	-	-	-	60,15,451
Total comprehensive income for the year	-	-	-	18,77,057	-	-	18,77,057
Transferred from Retained earnings to General Reserve	-	-	18,77,057	-18,77,057	-	-	-
Appropriations for the year	-	-	-84,579	-	-	-	-84,579
Transfer to Retained earning on disposal of Equity Instruments	-	-	-	-	-	-	-
Final Dividend including tax thereon	-	-	-	-	-	-	-
Interim Dividend including tax thereon	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	-	78,07,929	-	-	-	78,07,930

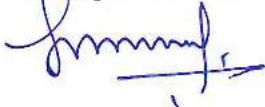
Significant Accounting Policies and other accompanying Notes (1 to 20) form an integral part of the Financial Statements

As per our report of even date

For. S. Mandawat & Co.

Chartered Accountant

Firm Reg. No. 118330W



(Subhashchandra K. Mandawat)

Partner

Place :- Ahmedabad

Date :- 02.05.2024



Rajesh J. Modi

Director

RAJESH MODI

DIN: 09161222

K K Kapadia

Director

KAPADIA KRUTI

DIN: 07746940





**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**

Notes: Forming Part of the Financial Statement as at 31st March, 2024

**Note:-1**

**I. CORPORATE INFORMATION**

M/s. Kretto Syscon Limited is a public limited company incorporated under the provisions of Companies Act, 1956 and having its registered office at Ahmedabad in the state of Gujarat.

**II. STATEMENT OF COMPLIANCE :**

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2024, the Statement of Profit and Loss for the year ended 31 March 2024, the Statement of Cash Flows for the year ended 31 March 2024 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'Financial Statements')

**III. SIGNIFICANT ACCOUNTING POLICIES :**

**1. BASIS OF ACCOUNTING:**

The Financial Statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period and investment in one of its subsidiary which as on the date of transition have been fair valued to be considered as deemed cost.

**2. PLANT, PROPERTY & EQUIPMENT**

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost include deemed cost on the date of transition and adjustment for exchange difference wherever applicable and comprises purchase price of assets or its construction cost including duties and taxes, inward freight and other expenses incidental to acquisition or installation and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use. For major projects and capital installations, interest and other costs incurred on / related to borrowings to finance such projects or fixed assets during construction period and related pre-operative expenses are capitalized.

**3. REVENUE RECOGNITION**

Revenue from sale of goods rendered is recognised upon passage of title.

**4. TAXATION OF INCOME**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier year.

**5. Earnings per Share**

Basic Earnings per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted Earnings per Share is calculated by adjustment of all the effects of dilutive potential equity shares from the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period.

**6. INVENTORIES**

Inventories are valued at lower of cost or net realisable value. Costs for the purpose of Raw materials, stores and spares and consumables comprise of the respective purchase costs including non-reimbursable duties and taxes. Cost for carriage, clearing and forwarding are included in inventory proportionately.

**7. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.



**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**

**Notes forming part of accounts**

**Note:- 2 Tangible Assets**

		[Amount in Rs.]											
Sr. No.	Particulars	Rate %	GROSS BLOCK (At cost)			DEPRECIATION			NET BLOCK				
			As at 01/04/2023	Additions	Deduction	As at 31/03/2024	Up to 01/04/2023	For the year	Adjustments	Up to 31/03/2024	As at 31/03/2024	As at 31/03/2023	
1	Khajuri Pole Assets	-	72 20 000	-	-	72 20 000	-	-	-	-	-	72 20 000	72 20 000
2	Computer & Printer	39.30%	1 84 500	0	-	1 84 500	1 32 134	20 580	-	1 52 714	-	31 786	52 366
3	Furniture & Fixtures	25.89%	3 25 318	0	-	3 25 318	1 80 377	37 525	-	2 17 903	-	1 07 415	1 44 941
	<b>Total:</b>		<b>77 29 818</b>	<b>0</b>	<b>-</b>	<b>77 29 818</b>	<b>3 12 511</b>	<b>58 105</b>	<b>-</b>	<b>3 70 616</b>	<b>-</b>	<b>73 59 202</b>	<b>74 17 307</b>
	<b>Previous Year:</b>		<b>75 68 318</b>	<b>1 61 500</b>	<b>-</b>	<b>77 29 818</b>	<b>2 67 136</b>	<b>45 375</b>	<b>-</b>	<b>3 12 511</b>	<b>-</b>	<b>74 17 307</b>	<b>73 01 182</b>



**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**

Notes: Forming Part of the Provisional Financial Statement as at 31st March, 2024

**Note : 3 Long Term Loans and Advances**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
	Secured, Considered Good	-	-
	Unsecured, Considered Good	17,71,31,535	16,36,50,739
	Deposits	-	-
	<b>Total</b>	<b>17,71,31,535</b>	<b>16,36,50,739</b>

**Note : 4 Other Non Current Assets**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
	<b>Miscellaneous Expenses</b>		
	Opening Balance	45,000	60,000
	Add: Expenses incurred during the year	-	-
	Less: Expenses written off	15,000	15,000
	<b>Total</b>	<b>30,000</b>	<b>45,000</b>

**Note : 5 Cash and Cash Equivalents**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
1	Cash on Hand (As certified by Management)	7,476	76,163
2	Balances with Bank in current accounts	3,89,304	42,03,227
	<b>Total</b>	<b>3,96,780</b>	<b>42,79,390</b>

**Note : 6 Other Current Assets**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
	<b>TDS Receivable</b>		
	TDS Receivable	-	1,47,019
	TDS Receivable current F.Y	2,51,552	-
	GST Receivable	54,468	54,468
	<b>Total</b>	<b>3,06,020</b>	<b>2,01,487</b>





**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**

**Notes: Forming Part of the Provisional Financial Statement as at 31st March, 2024**

**Note : 7 Share Capital**

Sl. No	Particulars	As at 31.03.2024		As at 31.03.2023	
		No of Shares	Amount in Rs	No of Shares	Amount in Rs
a)	<b><u>AUTHORISED CAPITAL</u></b>				
	Equity Shares of Rs. 10/- each.	1,50,00,000	15,00,00,000	1,50,00,000	15,00,00,000
	Add : Increase authorised Shares Capital	10,00,000	1,00,00,000	10,00,000	1,00,00,000
	Total :	<b>1,60,00,000</b>	<b>16,00,00,000</b>	<b>1,60,00,000</b>	<b>16,00,00,000</b>
	Sub Division of Equity Shares Rs.10 to Rs.1/- each	16,00,00,000	16,00,00,000	16,00,00,000	16,00,00,000
	Add : Increase authorised Shares Capital				
		<b>16,00,00,000</b>	<b>16,00,00,000</b>	<b>1,50,00,000</b>	<b>48,00,00,000</b>
b)	<b><u>ISSUED , SUBSCRIBED &amp; FULLY PAID UP</u></b>				
	Equity Shares of Rs 10/- Each , Fully paid up				
	Balance at the beginning of the year	15,67,98,114	15,67,98,114	1,42,54,374	14,25,43,740
	Sub Division of Equity Shares Rs.10 to Rs.1/- each	15,67,98,114	15,67,98,114	14,25,43,740	14,25,43,740
	Add : issued Bonus Shares During the year	-	-	1,42,54,374	1,42,54,374
	Balance at the end of the year	<b>15,67,98,114</b>	<b>15,67,98,114</b>	<b>15,67,98,114</b>	<b>15,67,98,114</b>
	<b>Total</b>	<b>15,67,98,114</b>	<b>15,67,98,114</b>	<b>15,67,98,114</b>	<b>15,67,98,114</b>

**Rights, Preferences and Restrictions attached to Equity Shares**

The Company has only one class of Equity Shares having a par Value of Rs 10 per share. Each Shareholder is eligible



**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**

Notes: Forming Part of the Provisional Financial Statement as at 31st March, 2024

**Note : 8 Reserve & Surplus**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
1	<b>Surplus in Statement of Profit &amp; Loss</b>		
	Balance at the beginning of the year	78,07,930	60,15,451
	Add: Profit for the year	25,41,612	18,77,057
	Add: Appropriations	1,03,49,542	78,92,508
	Less : Issued Bonus Shares	(34,765)	(84,579)
	Balance at the end of the year	1,03,14,777	78,07,929
	<b>Total</b>	<b>1,03,14,778</b>	<b>78,07,929</b>

**Note : 9 Deferred Tax Liability**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
	<b>Deferred Tax Liabilities (Opening Balance)</b>		
	Difference of book depreciation and tax depreciation	8,812	12,037
	<b>Deferred Tax Assets/Liability during the year</b>		
		(7,975)	(3,225)
	<b>Total</b>	<b>837</b>	<b>8,812</b>

**Note : 10 Long Term Borrowings**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
	<b>Unsecured Loan</b>		
		1,01,51,011	-
	<b>Total</b>	<b>1,01,51,011</b>	<b>-</b>

**Note : 11 Trade Payables**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
	<b>For Goods</b>		
		25,52,698	55,02,698
	<b>Total</b>	<b>25,52,698</b>	<b>55,02,698</b>

**Note : 12 Short Term Provision**

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
		Rs	Rs
1	<b>Other Payables</b>		
	Provision for Expenses	45,04,806	48,17,994
	<b>Total</b>	<b>45,04,806</b>	<b>48,17,994</b>



## 14 Revenue from operations

In Rs.

Particulars	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Sale of products	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

## 15 Other Income

In Rs.

Particulars	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Interest Income	70,20,413.00	62,81,121.00
Other Income	-	345.00
<b>TOTAL</b>	<b>70,20,413.00</b>	<b>62,81,466.00</b>

## 16 Cost of Material Consumed

In Rs.

Particulars	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Opening Stock (including Consumables)	-	-
Purchases During the Year	-	-
Less: Closing Stock (including Consumables)	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

## 17 Employee Benefit Expenses

In Rs.

Particulars	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Salaries, Wages and Bonus	11,31,000.00	15,53,000.00
Staff Welfare Expenses	10,664.00	30,114.00
<b>TOTAL</b>	<b>11,41,664.00</b>	<b>16,23,114.00</b>

## 18

## Other Expenses

In Rs.

Particulars	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Advertisement Expenses	39,280.00	-
BSE Expenses	-	3,54,000.00
Bank Charges	1,992.00	1,815.00
CDSL Expenses	3,03,728.00	95,159.00
Computer Expenses	-	10,226.00
Conveyance Expenses	50,226.00	1,77,231.00
CS Salary	1,44,000.00	-
Electricity Expenses	39,480.00	5,000.00
GST Expenses	5,46,556.00	-
Depreciation Expenses	58,104.00	45,375.00
Interest Expenses	1,10,958.00	-
Legal & Professional Expenses	56,605.00	51,000.00
Miscellaneous Expenses	68,669.00	1,46,561.00
Miscellaneous Expenses written off	15,000.00	15,000.00
Municipal Tax	45,079.00	34,783.00
NSDL Expenses	53,100.00	53,100.00
Office Renovation Expenses	1,44,000.00	-
Office Administrative Expenses	3,32,812.00	-
Office Building Maintenance	55,056.00	55,056.00
Office Expenses	1,25,097.00	3,23,472.00
Petrol conveyance	20,496.00	-
Rent Expenses	-	4,06,000.00
Sales & Promotion Expenses	-	1,94,532.00
Secretarial Audit Expenses	-	25,000.00
Stationary Expenses	51,035.00	1,02,838.00
Travelling expenses	1,65,500.00	-
Website Expenses	3,186.00	5,000.00
<b>Auditor's Remuneration</b>	<b>25,000.00</b>	<b>25,000.00</b>
<b>Audit Fees</b>	<b>25,000.00</b>	<b>25,000.00</b>
<b>TOTAL</b>	<b>24,84,914.00</b>	<b>21,26,146.00</b>



**Kretto Syscon Limited formerly known as Ideal Texbuild Limited**

Notes Forming Part of the Financial Statement as at 31st March, 2024

**Note : 19 Earning Per Equity Share (EPS)**

	Particulars	As at 31.03.2024	As at 31.03.2023
		Amount in Rs	Amount in Rs
1	<b>Basic EPS</b>		
	a. Net Profit /(Loss) after Tax	25,41,612 18,77,057	18,77,057 17,85,852
	b. Paid up Equity Capital (Rs. 10 each)	15,67,98,114 (15,67,98,114)	15,67,98,114 (15,67,98,114)
	c. Basic EPS (a*10/b)	0.16 0.12	0.12 0.11
2	<b>Diluted EPS</b>		
	a. Net Profit /(Loss) after Tax per Accounts	25,41,612 18,77,057	18,77,057 17,85,852
	b. Paid up Equity Capital (Rs. 10 each)	15,67,98,114 (15,67,98,114)	15,67,98,114 (15,67,98,114)
	c. Diluted EPS (a*10/b)	0.16 0.12	0.12 0.11

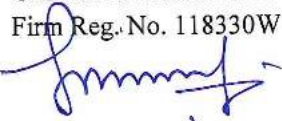
**Note : 20**

Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

**Signature to Note No. 1 to 20**

Significant Accounting Policies and other accompanying Notes (1 to 20) form an integral part of the Financial Statements  
As per our report of even date

For, S. Mandawat & Co.  
**Chartered Accountant**  
Firm Reg. No. 118330W



(Subhashchandra K. Mandawat)  
Partner  
Place :- Ahmedabad  
Date :- 02.05.2024



*Rajesh J. Modi*

DIRECTOR  
RAJESH MODI  
(DIN: 09161222)



*Kapadia Kruti*  
DIRECTOR  
KAPADIA KRUTI  
(DIN: 07746940)



**M/s. KRETTO SYSCON LIMITED**

**NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR  
ENDED 31<sup>ST</sup> MARCH, 2024**

**Notes to Balance sheet and Profit & Loss Account**

**1. Significant Accounting Policies:-**

i) **Basis of Accounting:**

Financial Statement is prepared under historical cost convention on an accrual basis in accordance with the requirements of the Companies Act, 2013.

ii) **Fixed Assets and Depreciation:**

- a) The Fixed Assets stand at their historical cost.
- b) Depreciation:

The Depreciation Calculate on the Fixed Assets as per WDV method of the Companies Act, 2013.

iii) **INVENTORIES:**

There is no Inventories, hence does Not Applicable.

iv) **MISCELLANEOUS EXPENSES:**

There is no Preliminary Expenditure, hence does not applicable.

v) **CONTINGENT LIABILITIES:**

No provision is made for liabilities, which are contingent in nature but, if material the same is disclosed by way of notes to the accounts.

vi) **Taxation:**

N.A

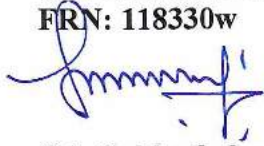




8. Cash on Hand and Stock value, Sundry Debtors, Sundry Creditors, Provisions and Loans & Advances Balances are subject to Physical Verification due to Covid-19. We relied on management representation.
9. In regards of Position of Expenses, we relied on Management, regarding its Genuineness and the same will be paid by Management.

For & on behalf of the Board  
*Chartered Accountants*

For, S.Mandavat & Co.  
**CHARTERED ACCOUNTANTS**  
FRN: 118330w



CA. Subhashchandra Mandawat  
M.No. : 102708

Place: Ahmedabad  
Date: 02.05.2024



*Rajesh J. Modi*  
Director  
Rajesh Modi  
(DIN: 09161222)

*K. Kapadia*  
Director  
Kapadia Kruti  
(DIN: 07746940)

