



(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: 07-05-2025

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 2024-25

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 2024-25 scheduled to be held Friday, 30th May, 2025 at 03.00 PM through Video conferencing ("VC") /Other audio Visual Means("OVAM").

Annual Report of the Company for the financial year 2024-25 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 2024-25



Kretto Syscon Limited



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Corporate Information

REGD. OFFICE & WORKS

KRETTO SYSCON LIMITED., A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR ISCON TEMPLE
CROSS ROAD, S.G HIGHWAY, AHMEDABAD, GUJARAT, INDIA, 380054.

Email: idealopticsltd@gmail.com

Web: www.krettosysconltd.com

Corporate Identification Number (CIN): L70100GJ1994PLC023061

STATUTORY AUDITORS

Nirav S. Shah & Co.
Chartered Accountants

SECRETARIAL AUDITORS

Himanshu Togadiya
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-Executive, Independent Director (DIN - 09161222)

Manishbhai Vasantkumar Nirmal

Non-Executive Director (DIN: 09852472)

Akshita Dave

Non-Executive, Independent Director (DIN: 10690492)

Kush Bhadreshbhai Shah

Chief Financial Officer

Manya Anup Khetwani

Company Secretary

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 Friday, 30th May 2025 at 03:00 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, 2025, and the reports of the Board of Directors and Auditors thereon;*

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

"RESOLVED THAT the Audited financial statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. *To appoint a director in place of Mr. Manishbhai Vasantkumar Nirmal (DIN: 09852472) who retires by rotation and being eligible, offers himself for reappointment.*

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manishbhai Vasantkumar Nirmal (DIN: 09852472), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of Secretarial Auditors:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] M/s H Togadiya & Co, (Firm Registration No. S2017GJ478300) Company Secretaries, be and hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for the term of 1 (One) years from Financial Year April 1, 2025 to March 31, 2026 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

4. Approval for addition in object clause of the company and consequential amendment in the object clause of the memorandum of association of the company.

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 (as amended or re-enacted from time to time) and Articles of Association and pursuant to the Companies (Incorporation) Rules, 2014 and subject to all the applicable laws and regulations, the approval of the Members be and is hereby granted for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following Clauses after clause No. Four in the Main Object:

**5. To Carry on the business to manufacturer, produce, dye, print, calendar, tailor, cut, size, wash, purify, embroidery, bleach, import, export and otherwise deal in all kinds, types and size of sarees, textiles, cotton, jute, silk, rayon, manmade fabrics, fibres and synthetics, woolen, yarn, threads, garments, rexin cloth, dress materials, suiting and shirtings, furnishing materials and hosiery of all or any type, kind of description and whether natural or manmade, canvas fabrics, quoted and treated with any chemicals or any other preparation, water proof cloth, rubber cloth, imitation cloth, leather cloth, carpets, tailoring materials and dress materials and to process, mercerize, spin,*

comb, twist, reel, weave, knit, crimp, bleach, wash, print colour, embroidery or otherwise deal in yarn and garments manufactured out of cotton, silk, jute, wool, leather, rubber, synthetic, staple or any other substances, whether natural or manmade.

**6. To carry on in India or elsewhere the business of goldsmiths, silver smiths, jewelers, gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other complimentary item including watches, sunglasses etc;*

**7. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liasioner, adatis, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone,*

spinal, Jews stone, load stoner, sardonyx, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects;

*8. To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi- precious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc. and to carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semi-precious stones and pearls and to act as recognized export house and Trading house;

*9. To establish factories to manufacture cut, cleave, polish set or otherwise prepare for the market of such rough diamonds, industrial diamonds precious and to act as agent, broker, traders, liasioner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider,

merchants, stockiest, distributor, wholesaler, retailer for all kind of diamonds, precious and semi- precious stones and metals, bullion gold, silver, platinum, pearls, ornaments, jewelry, silver utensils and to carry on the business of on line shopping, e-retail trading, net marketing, multi-level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semiprecious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.

*10. To carry on business as importer, exporter, trader, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise dealers in all kind of seeds, agriculture product, fertilizer, manures, plants and animal foods, pesticides, including insecticides, herbicides and fungicides and all type of chemicals processed or extracted from agricultural product.

*11. To carry on business as manufactures, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants,

distributors, consignors, consultants, liasioner, jobbers, brokers, concessionaires or otherwise deal in all kinds, specification, strengths of pharmaceuticals in all its branches, tonics, vitamins, Bulk drugs, vaccines, medical gases, diagnostic agents, surgical & non-surgical articles, A.P.I, Drugs Intermediates, medical, Pharmaceutical Chemicals, preparations and compound drugs and formulations, solvents, catalyst and ayurvedic, homeopathic, herbal, unani, siddha, bio-chemic Health care products.

**12. To carry on the Business as manufacturers, traders, processors, formulators, buyers, sellers, importers, exporters, suppliers and dealers of all kinds of chemicals, chemical intermediates, (organic and inorganic) drugs, drug intermediates, pharmaceuticals, active pharmaceutical ingredients of any nature and kind whatsoever, and all chemical by products, joint products and intermediates thereof.*

**13. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite,*

rockphoscate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

**14. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.*

**15. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and*

software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

**16. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.*

**17. To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes*

date, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

**18. To offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, vedic methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market,*

implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing enters and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.

**19. To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and by advancing money to and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments ,serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands ,private or Government for formation and development of town ships, and to deal in and act as agents for lands ,buildings, factories, houses, flats and other residential and commercial plots and construct/maintain and alter residential, commercial , industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof and securing capital, funds and raising loans for construction and advancing to other organizations for similar purposes.*

**20. To provide City and region level urban infrastructure facilities, to lay-out, develop, construct, build, acquire, erect, demolish, re-erect, alter, modify, repair, re-model, or to do any other work in connection with any building or building works, roads, highways, bridges, sewers, canals, wells, dams, power plants, reservoirs, tramways, railways, sanitary, water, gas, electric lights, telephonic and telegraphic works, and such purposes to prepare in designing, estimating, planning, modeling.*

**21. To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, surveyors, values, appraisers, decorators, furnishers, manufacturers of prefabricated and precasted houses, and to acts agents and contractors for the purposes of real estates, residential complexes / flats / enclave / commercial complexes / multi storied buildings etc., and to carry on all twoes of construction activities, and act as consultants. advisors, technical consultants, collaborators, designers and architects for all kinds of construction activities in India and abroad and to undertake all civil, mechanical, electrical works, all types of infrastructure facilities like BOOT (Built. Operate, Own and Transfer), BOT (Built, operate and Transfer), BOLT (Built, Operate, Lease and Transfer), BOO (Built, Operate and Own) in India or abroad either or its own or with joint venture with an other Indian or Foreign participant.*

**22. To act as share, stock and commodities brokers, traders, importer, exporter, consultant on behalf of individuals, firms, companies and persons in relation to shares, stocks, bonds, securities, units,*

debentures, fixed and other deposits, to assist to control, negotiate loans and underwriting contracts, all types of stocks and commodities.

Place: Ahmedabad

**23. To subscribe, purchase, acquire, hold, sell, underwrite, invest dispose off or otherwise deal for sell and on behalf of others in shares, stocks, debentures, bonds, units, mortgages, obligations, commodities and securities issued and guaranteed by any company or any government, trust, municipal, local or other authority, firm, person, body corporate."*

RESOLVED FURTHER THAT *the above Clause shall be added after Clause No. IV and thereafter other clauses of Main Object and Ancillary objects shall be consecutively numbered to give effect to the alteration;*

RESOLVED FURTHER THAT *pursuant to section 117 of the Companies Act 2013 (as amended or re- enacted from time to time) read with Rule no 24 of the Companies (Management and Administration) Rules 2014, any of the present Directors of the Company be and are hereby authorized to do all such acts, deeds and things to give effect to this resolution and to file e-Form No. MGT-14 with the Registrar of Companies, Gujarat within the prescribed time and fees."*

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*

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

Sd/-
Tushar Shashikant Shah
Managing Director
DIN: 01748630
Date: May 07, 2025

("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.
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, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the e-voting website of CDSL at 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.

Dispatch of annual report:

Book closure:

8. *The Register of Members and the Share Transfer Books of the Company will remain closed on Saturday, 24th May, 2025 to Friday, 30th May, 2025 (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 23rd May, 2025 ("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 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 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 27th May 2025 at 9.00 a.m. and ends on 29th May, 2025 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., 23rd May, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 29th May, 2025.

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. 23rd May, 2025.

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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 & 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</p>

	<i>Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</i>
<i>Individual Shareholders holding securities in demat mode with NSDL Depository</i>	<p>1) <i>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: https://eservices.nsdl.com 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 & voting during the meeting.</i></p> <p>2) <i>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</i></p> <p>3) <i>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting</i></p>
<i>Individual Shareholders</i>	<i>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-</i>

(holding securities in demat mode) login through their
Depository Participants (DP)

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 & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

2) Click on “Shareholders” module.

3) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

(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 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.*

- *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 at least **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 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 or call toll free no. 1800 22 55 33.

Explanatory Statement Required Under Section 102 (1) Of the Companies Act, 2013

Item No. 3: Appointment of Secretarial Auditors

After evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 06 2025, proposed the appointment of M/s H Togadiya & Co, (Firm Registration No. S2017GJ478300) Company Secretaries, as the

Secretarial Auditors of the Company, for a term of One year from Financial Year April 1, 2025 to March 31, 2026, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s H Togadiya & Co, have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice

Item No. 4:

The Board of Directors of the Company have formed an opinion and are of prudent view to add a clauses to its existing Main Objects to provide elaborate & expand the existing business Operations of the Company.

As per the provisions of Section 13 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for alteration of Main Object of the Company. Accordingly, this matter has been placed before the Members for their approval.

Subject to the approval of the Shareholders of the Company, the Board of Directors at their Meeting had approved the alteration in Main object clause of the Memorandum of Association.

A draft copy of the amended Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Annual General Meeting and also has been placed on the website of the Company - www.krettosysconltd.com for the Members' Inspection.

The Board of Directors recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

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

Sd/-
Tushar Shashikant Shah
Managing Director
DIN: 01748630
Date: May 07, 2025
Place: Ahmedabad

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

Name	Mr. Manishbhai Vasantkumar Nirmal
DIN	09852472
Date of Birth	12/12/1968
Qualification	B.com
Experience	He contributing to strategic decision-making, regulatory compliance, and corporate governance. Holds a B.Com degree with expertise in finance, business operations, and stakeholder management.
Terms and conditions of appointment or reappointment along with details of Remuneration sought to be paid	Appointed as Non-Executive, Director and liable to retire by rotation
No. of Board Meeting attended during FY 24-25	8
Remuneration Last Drawn	Nil
No. of Shares held in the Company as at 31 st March, 2025	0
Date of First Appointment on the Board	14 th June, 2024
Names of listed entities in which the person also holds the directorship	Nil



(CIN : L70100 GJ1994PLC023061)

Regd. Office :

A- 401, Sankalp Iconic, Opp. Vikram Nagar,
Iscon Temple Cross Road, S.G. Highway,
Ahmedabad - 380054.

E-mail : idealopticalsld@gmail.com

info@krettosysconltd.com

Website : krettosyscon.com

Relationship with other Directors & Key Managerial Personnel of the Company:	NA
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DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their Thirtieth Annual Report together with Audited Financial Statements for the financial year ended March 31, 2025.

FINANCIAL RESULTS

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

Particulars	(Rs. in Lakhs)	
	Standalone	
	FY 2024-25	FY 2023-24
<i>Revenue from Operations</i>	<i>1097.45</i>	<i>-</i>
<i>Other Income</i>	<i>73.11</i>	<i>70.20</i>
<i>Total Income</i>	<i>1170.56</i>	<i>70.20</i>
<i>Expenses:</i>	<i>(612.04)</i>	<i>(35.97)</i>
<i>Profit/(Loss) before exceptional items and tax</i>	<i>558.52</i>	<i>34.24</i>
<i>Exceptional Items</i>	<i>-</i>	<i>-</i>
<i>Profit/(Loss) before tax</i>	<i>558.52</i>	<i>34.24</i>
<i>Tax Expenses</i>	<i>145.21</i>	<i>8.90</i>
<i>Deferred Tax Expenses</i>	<i>145.22</i>	<i>8.82</i>
<i>Profit/ (loss) for the period</i>	<i>413.29</i>	<i>25.42</i>

PERFORMANCE REVIEW

Your company has incurred a net Profit of Rs 413.29 lakhs during the year under review as against Rs. 25.42 lakhs in the previous financial year.

the interest of strengthening the company's financial position, conserving resources for future growth opportunities, and ensuring long-term value creation for all stakeholders For the year 2024-25.

DIVIDEND

Despite the company being profitable, the Board of Directors, after careful consideration, decided not to declare any dividend for the financial year. This decision has been taken in

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 2025 Company has not recommended the dividend so, This Clause is not applicable.

TRANSFER TO RESERVES

The Board of Directors have decided not to transfer any amount to the General Reserve for the year under review.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT:

No material changes and commitments have occurred after the closure of the Financial Year 2025 till the date of this Report, which would affect the financial position of your Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Act read with the Articles of Association of the Company, Mr. Manishbhai Vasantkumar Nirmal, Non-Executive Non Independent Director, will retire by rotation at the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment.

Brief profile and details of Mr. Manishbhai Vasantkumar Nirmal, Director proposed to be re-appointed as required under the Listing Regulations are contained in the Notice convening the ensuing 30th Annual General Meeting of the Company.

The Board of Directors of the Company at its meeting held on June 14, 2024 recommended appointment of Mr. Manishbhai Vasantkumar Nirmal (DIN: 09852472) as Non-Executive & Non-Independent Director of the Company effective from June 14, 2024 and the same was approved by the Shareholders by way of postal ballot on July 19, 2024 and Board of Directors of the Company also at its meeting held on July 10, 2024 recommended appointment of Mrs. Akshita Dave (DIN: 10690492) as Non-Executive & Independent Director of the Company for term of Five consecutive years effective from July 10, 2024 and the same was approved by the Shareholders by way of postal ballot on August 24, 2024

Apart from aforesaid changes there are no changes in Directors and Key Managerial Personnel of the Company.

Details of Directors and composition of various Committees of the Board are provided in the Corporate Governance Report forming part of this report.

Details of the familiarization Programme for Directors have been provided under Corporate Governance section of the report.

Mr. Tushar Shashikant Shah (DIN: 01748630), Managing Director, Mr. Kush Bhadresbhai

Shah, Chief Financial Officer, and Mrs. Manya Anup Khetwani, Company Secretary continues to remain Key Managerial Personnel of the Company.

During the Financial Year, none of the Directors and Key Managerial Personnel of the Company had any material pecuniary relationship or transactions with the Company.

INDEPENDENT DIRECTORS:

All the Independent Directors of the Company have submitted the requisite declarations stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Board reviewed and assessed the veracity of the aforesaid declarations, as required under Regulation 25(9) of the Listing Regulations. In the opinion of the Board, all the Independent Directors fulfil the said conditions as mentioned in Section 149(6) of the Act and the Listing Regulations and are independent of the Management. All the Independent Directors of the Company have complied with the provisions of sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to registration with the Indian Institute of Corporate Affairs for the Independent Directors' Database. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In the opinion of the Board, the Independent Directors possess the requisite integrity, experience, expertise and proficiency

required to fulfil their duties as Independent Directors.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND DIRECTORS

Pursuant to applicable provisions of the Act, and the Listing Regulations, the Board has carried out annual evaluation of its own performance, performance of the Directors including Chairman's assessment as well as the evaluation of the working of its committees.

The NRC has defined the evaluation criteria and the mechanism for carrying out the Performance Evaluation process for the Board, its Committees and Directors.

During the year, feedback was sought by way of structured questionnaires and evaluation was carried out based on various criteria and the responses received from the Directors.

The criteria for performance evaluation of the Board included aspects such as Board composition and quality, setting strategy, overall direction, effectiveness of Board processes, Board and management relations, contribution, board development, timeliness of information etc., The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effective participation of members of the Committees, deliberations and suggestions made by the Committee, effectiveness of the Committee's recommendation for the decisions of the Board, etc., A separate peer review exercise

was carried out to evaluate the performance of Individual Directors. The performance evaluation of the Chairman of the Board was also carried out, considering the views of all the remaining Directors.

The Directors noted that the results of the performance evaluation of the Board and its Committees, Chairperson and individual directors indicated a high degree of satisfaction among the Directors. A few areas of improvement which were suggested included Succession Planning, to conduct training programs which are focused in new areas of technology and markets positioning etc.

Further, the Independent Directors, at their exclusive meeting held during the year, reviewed the performance of the Board, its Chairman and Non- executive Directors and other items as stipulated under the Listing Regulations.

CHANGE IN SHARE CAPITAL

The Company Change its Authorised Share Capital two times during the year under review.

- During the year Company's Share capital was increased from the 16,00,00,000 (Sixteen crore) equity shares of face value of Rs.1/- (One Rupees) to 36,00,00,000/- (Rupees Thirty-Six Crores Only) consisting of 36,00,00,000 (Thirty-Six Crores) Equity Shares of Re. 1/- each vide special

resolution passed in the EGM dated 20.07.2024

- During the year Company's Share capital was increased from the 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 vide special resolution passed in the AGM dated 24.08.2024.
- During the year under review, the Company increased its paid-up share capital through a Rights Issue of 47,03,94,342 equity shares at an issue price of ₹1/- per share. The allotment was completed on November 18, 2024, resulting in a corresponding increase in the Company's paid-up share capital.

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 31st March, 2025 is hosted on the website of company and can be accessed at www.krettosysconltd.com

NUMBER OF BOARD MEETINGS:

During the Financial Year 2024-25, the Company held Nine (9) 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.

Sr No	Date of Board Meeting	Director Present
1	02-05-2024	3
2	14-06-2024	4
3	10-07-2024	5
4	27-07-2024	5
5	05-10-2024	5
6	07-10-2024	5
7	18-11-2024	5
8	13-12-2024	5
9	29-01-2025	5

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 31.03.2025 have been disclosed in item No. 12 of the Corporate Governance Report.*

- (v) *The meeting of Independent Directors was held during the year 2024-25 on 02-05-2024.*

- (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, 2025, are as under:

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

DIRECTORS RESPONSIBILITY STATEMENT

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

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;

- (a) In the preparation of the annual accounts for the financial year that ended March 31, 2025, 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 to give a true and fair*

- (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

All contracts or arrangements entered into by and between the Company with Related Parties are on arm's length basis and in the ordinary course of business. Hence, pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no related party transactions to be reported under Section 188(1) of the Act and Form AOC-2 is not applicable.

All related party transactions are placed before the Audit Committee for its review and approval on a quarterly basis. An omnibus approval of the Audit Committee is obtained for the related party transactions which are repetitive in nature. Further, the related party transactions are reviewed by the Statutory Auditors of the Company.

Related Party disclosures as per Ind AS 24 have been provided in Notes to accounts annexed to the financial statements.

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 31st March 2025 is given in a separately **Annexure - II** to the Directors' Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Your Company has an Internal Audit team that is responsible for independently evaluating the adequacy and effectiveness of all internal control designs and implementation, risk management, systems and processes. Internal Audit team is manned by appropriately skilled, experienced and qualified personnel. The Internal Audit plan is also aligned with the business objectives of the Company which is reviewed and approved by the Audit Committee. The details on Internal Control Systems and their adequacy are provided in the Management's Discussion and Analysis which forms part of this 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 2025, under Chapter V of the Companies Act, 2013.

STATUTORY AUDITOR

The statutory auditor M/s Nirav S. Shah & co., Chartered Accountants (ICAI Firm Registration Number 130244W) was appointed Annual General Meeting held on 24th August 2024, for 5 (Five) Consecutive Years.

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.

REPORTING OF FRAUDS:

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee and / or Board under section 143(12) of the Act.

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, 2025, 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.

its Powers) Rules, 2014.

- (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 2024-25.*
- (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*
- (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 2024-25, 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.*
- (xiii) *Issue of equity shares with differential rights as to dividend, voting or otherwise.*
- (xiv) *Issue of Shares (including Sweat*

Equity Shares) to employees of the Company under any Scheme.

(xv) *Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act).*

(xvi) *The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions.*

PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the Financial Year under review, neither any application nor any proceeding is initiated against the Company under the Insolvency and Bankruptcy Code, 2016

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**

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

**Place: Ahmedabad
Date: May 07, 2025**

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 –
 - 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

Particulars	2024-25	2023-24
Foreign Exchange Earnings:		
FOB Value of Exports	NIL	NIL
Foreign Exchange Outgo:		
Imports (CIF value)	NIL	NIL
Foreign Travel	NIL	NIL
Total	NIL	NIL

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 2024-25 are as follows:

(Rs. in Lakh)

Name of Director (s)	Designation / Category	(2024-25)	(2023-24)	Variation (%)
Tushar Shah	Chairman and Managing Director	9	NIL	100
	Median employees' remuneration	2.01	2.27	(11.45)

B. Details of percentage increase in the remuneration of Executive Directors, Chief Financial Officer and Company Secretary in the financial year 2024-25 are as follows:

(Rs. in Lakh)

Name of Director (s)	Designation / Category	(2024-25)	(2023-24)	Variation (%)
Tushar Shah	Ex. Chairman and Managing Director	9	00	100
Manya Anup Khetwani	Company Secretary	1.48	1.44	2.77%

C. Percentage increase in the median remuneration of all employees in the Financial Year 2024-25:

(Rs. in Lakh)

Name of Director (s)	2024-25	2023-24	Variation (%)
Median remuneration of all employees per annum	2.01	2.27	(11.45)

D. The number of permanent employees on the rolls of the Company: 5

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

There was a decrease 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)

	(2024-25)	(2023-24)	Variation (%)
Average salary of all employees (other than Key Managerial Personnel)	1.24	2.03	(38.91)

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 more than 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*

ANNEXURE - III TO THE DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION:

The Nomination & Remuneration Policy ("Policy") of Kretto Syscon Limited is formulated under the requirements of applicable laws, including the Companies Act, 2013.

The Policy is intended to identify people qualified to become Directors and to set out criteria to determine remuneration to the Directors, Key Managerial Personnel (KMP), senior management (as defined below) and other employees of the Company and to recommend to the Board for their appointment and removal.

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.

2. Objective and Purpose

The objectives and purpose of this Policy are:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/independent) of the Company; and

- To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company.

3. Constitution of the Nomination and Remuneration Committee

The Board has constituted the “Nomination and Remuneration Committee” of the Board on 18th April, 2023. This is in line with the requirements under the Companies Act, 2013 (“Act”).

The Board has authority to reconstitute this Committee from time to time.

4. Definitions

- a. ‘Board’ means Board of Directors of the Company.
- b. ‘Directors’ means directors of the Company.
- c. ‘Committee’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act.
- d. ‘Company’ means **KRETTO SYSCON LTD.**
- e. ‘Independent Director’ means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- f. ‘Key Managerial Personnel (KMP)’ means) the Managing Director or Chief Executive Officer or manager
 - ii) Whole-time Director
 - iii) the Company Secretary;
 - iv) the Chief Financial Officer; and
 - v) Such other officer as defined under the Companies Act, 2013 from time to time.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 shall have the meaning respectively assigned to them therein.

5. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt with by the Committee:

(a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to have an appropriate mix of executive and independent Directors to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;

(b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommend candidates to the Board when circumstances warrant the appointment of a new Director, having regard to qualifications, integrity, expertise and experience for the position.

(c) Succession plans:

Establishing and reviewing Board, KMP, and Senior Management succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management.

(d) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

- i) Remuneration of executive Directors to be presented for shareholders' approval including severance, if any.
- ii) Individual and total remuneration of non-executive Directors and the chairman (if nonexecutive), including any additional fees payable for membership of Board committees;
- iii) the remuneration policies for KMP and Senior Management including base pay, incentive payments, retirement rights, severance pay if any and service contracts having regard to the need to:
 - a) attract and motivate talent to pursue the Company's long-term growth;
 - b) demonstrate a clear relationship between executive compensation and performance;
 - c) be reasonable and fair, having regard to best governance practices and legal requirements and

d) balance between fixed and incentive pay reflecting short and long-term performance objectives as appropriate for the Company and its goals.

6. Policy for appointment and removal of Directors, KMP and Senior Management

(a) Appointment criteria and qualifications

1. The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
2. A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise and experience for the position he / she is considered for.

(b) Term / Tenure

1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director or Wholetime Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- Performance Evaluation Criteria of Independent Directors:

1. Understanding of nature and role of independent directors' position;
2. Active engagement with the Management and attentiveness to progress of decisions taken;
3. Driving any function or identified initiative based on domain knowledge and experience;
4. Proactive, strategic and lateral thinking.

(c) Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the

Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

(d) Retirement

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

7. Policy relating to the remuneration for Directors, KMP and Senior Management

(a) General

1. The remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director/Whole-time Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the Case of Managing Director/ Whole-time Director.

4. Where any insurance is taken by the Company on behalf of its Directors, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel, provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to other employees

The compensation for other employees would be as per the compensation policy of the Company, as revised through the annual compensation review process from time to time and approved by the Chief Executive Officer Chief Operating Officer, in consultation with the Head- HR.

(c) Minimum remuneration to Managing Director and Whole-time Directors

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013.

(d) Remuneration to Non-Executive / Independent Directors

The remuneration payable to each Non-Executive Director and independent Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made thereunder. The Independent Directors shall not be entitled to any stock incentive of the company.

8. Policy review

(a) This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder.

(b) In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

(c) This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate

by the Committee. Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.





H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

Form No.MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31.03.2025

[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-380054

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, 2025, 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, 2025 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;

📍 215, Accurate Square, Nr. Atul Maruti Showroom, Tagore Road, Rajkot-360002.

☎ 90161 18515 ✉ office.htogadiya@gmail.com



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

- 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

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PRACTICING COMPANY SECRETARY

- 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. *Audit report of the company should be signed by CFO of the company.*
2. *Newspaper Advertisement of Financial Results for September, 2024 quarter should be given as per Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

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.

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PRACTICING COMPANY SECRETARY

I further report that based on the information provided and representations made by the Company, there were 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 H TOGADIYA & ASSOCIATES
Practicing Company Secretaries



CS Himanshu Togadiya
Proprietor
COP: 18233, FCS: 11822
Peer Review Certificate No. 2005/2022
UDIN: F011822G000269365

Date: 5th May, 2025
Place: Rajkot

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.

📍 215, Accurate Square, Nr. Atul Maruti Showroom, Tagore Road, Rajkot-360002.

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H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY

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-380054

Secretarial Audit Report of event date, for the Financial Year 2024-25 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 is 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 H TOGADIYA & ASSOCIATES

Practicing Company Secretaries

CS Himanshu Togadiya
Proprietor

COP: 18233, FCS: 11822

Peer Review Certificate No. 2005/2022

UDIN: F011822G000269365



Date: 05.05.2025

Place: Rajkot

📍 215, Accurate Square, Nr. Atul Maruti Showroom, Tagore Road, Rajkot-360002.

☎ 90161 18515 ✉ office.htogadiya@gmail.com



H TOGADIYA & ASSOCIATES

PRACTICING COMPANY SECRETARY
SECRETARIAL COMPLIANCE REPORT OF

KRETTO SYSCON LIMITED

FOR THE YEAR ENDED MARCH 31, 2025

We, **H Togadiya & Associates**, Practicing Company Secretary, Rajkot have examined:

- (a) all the documents and records made available to us and explanation provided by **KRETTO SYSCON LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended **March 31, 2025** ("Review Period") in respect of compliance with the provisions of: -

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

1. Company has increased its Authorized capital 16 Crore to 36 Crore by passing Ordinary resolution at its EGM held on 19th July, 2024.

2. Company has increased its Authorized capital 36 Crore to 66 Crore by passing Ordinary resolution at its EGM held on 24th August, 2024.

3. Company has allotted 470394342 Equity share by way of Right Issue on 18th November, 2024.

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period**
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the review period**





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- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the review period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (i) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and based on the above examination, We hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	-
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI 	Yes Yes	- -
3	Maintenance and disclosures on Website:		





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	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes		
	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes		-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA		-
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes		-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the	Yes		-





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	Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	All RPT Taken Prior Approval
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)	Yes	No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE & NSE under SEBI Regulations and circulars/ guidelines issued there under during the year under review.





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	under SEBI Regulations and circulars/guidelines issued thereunder except as provided under Separate paragraph herein.			
12.	Resignation of Statutory Auditor from the listed entity or its material subsidiaries: In case of resignation of statutory auditor or from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with paragraph 6.1 and 6.2 of section V-D of the Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	-	
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	<ul style="list-style-type: none">Audit report of the company should be signed by CFO of the companyNewspaper Advertisement of Financial Results was not done for September, 2024 quarter	





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The Additional disclosures of Annual Secretarial Compliance Report as below:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regu-lation/ Circular No.	De- via- tions	Acti- on Tak- en by	Type of Action	Detail s of Violat- ion	Fin e Amo- unt	Obser- vations/ Remarks of the Practicin- g Compan- y Secretar- y	Man- age- men- t Re- spo- nse	rem- ark
1	Newspaper Advertisement of Financial Results was not done for September, 2024 quarter	Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	-	-	-	-	-	Company has not done September, 2024 quarter advertisement in English language and in vernacular language	Manag-ement has taken note on the same and We are fully committed to working diligently and collaboratively to rectify these	-





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										compliance issues and to ensure full adherence to all SEBI and ROC regulations moving forward.
--	--	--	--	--	--	--	--	--	--	--

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations Action	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE.										

FOR, H TOGADIYA AND ASSOCIATES,
Practicing Company Secretary

CS Himanshu Togadiya
Proprietor

COP No.: 18233 FCS: 11822

UDIN: F011822G000258882

Date: 03.05.2025

Place: Rajkot



MANAGEMENT DISCUSSION AND ANALYSIS

Overview

Kretto Syscon Limited, engaged in software development and real estate projects, continues to focus on innovation, operational efficiency, and sustainable growth. During the financial year, the Company strengthened its financial base through a successful Rights Issue and achieved steady progress across both business verticals.

Financial Review (Standalone - Amount in ₹ Lakhs)

During FY 2024-25, Kretto Syscon Limited demonstrated a significant improvement in its financial performance compared to the previous year. The Company recorded total income of ₹1,170.56 lakhs, with revenue from operations contributing ₹1,097.45 lakhs and other income contributing ₹73.11 lakhs. Profit before tax stood at ₹558.52 lakhs, marking a strong increase over the previous year's ₹34.24 lakhs.

Net Worth Particulars

As of the end of FY 2024-25, the Company's net worth has substantially increased, supported by the profits earned during the year and the successful completion of the Rights Issue on November 18, 2024. A total of 47,03,94,342 equity shares were issued at ₹1/- per share, significantly enhancing the Company's paid-up share capital and financial base.

This increase in net worth provides a solid foundation for the Company's future

expansion in both its software and real estate segments and further improves its ability to fund strategic initiatives without relying heavily on external borrowings.

Industry Structure and Developments

The Indian software industry has seen rapid digital transformation, with increasing demand for automation, cloud-based solutions, and AI-driven applications. Meanwhile, the real estate sector has witnessed gradual recovery, supported by policy reforms, affordable housing initiatives, and increased urban infrastructure development.

Kretto Syscon Limited remains aligned with these trends by developing relevant technology solutions and actively exploring real estate opportunities in high-potential regions.

Opportunities and Threats

The Company sees growth potential in customized software solutions for niche markets, as well as in value-driven real estate developments. However, it also faces risks such as rapid technological shifts, project execution delays, regulatory changes in the real estate sector, and macroeconomic volatility.

Segment-wise Performance

- **Software Development:** The Company continues to invest in talent and technology to offer scalable and secure software solutions to clients. Emphasis is placed on customer satisfaction and innovation.

- **Real Estate:** The Company has undertaken selective development projects and aims to expand its footprint in the residential and commercial segments, while maintaining a disciplined financial approach.

Outlook

With a diversified business model and a strengthened capital structure post the Rights Issue, Kretto Syscon Limited is well-positioned for future growth. The Company plans to enhance its digital capabilities and selectively invest in high-return real estate projects to maximize shareholder value.

Risks and Concerns

Key risks include evolving technology trends, cybersecurity threats, real estate market fluctuations, delays in approvals, and regulatory compliance. The Company continuously evaluates and updates its risk mitigation strategies to address these challenges.

Internal Control Systems and Adequacy

Kretto Syscon Limited has robust internal control systems in place to monitor all key operational, financial, and compliance-related activities. These systems are reviewed regularly to ensure adequacy and effectiveness.

Financial Performance with respect to Operational Performance

The Company remained profitable during the financial year and utilized the proceeds from the Rights Issue to strengthen its working capital and fund ongoing projects. The entire profit was transferred to reserves to support future expansion plans.

Human Resources

The Company recognizes its workforce as a key asset and continues to foster a performance-driven culture. Regular training, employee engagement, and a focus on retention are central to the Company's HR strategy.

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:

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

3. BOARD MEETINGS AND ATTENDANCE

During the period under review, 9 (Nine)-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:

Name of Director	Category of Directorship	Number of Board meetings attended	Attendance at the last AGM held on 24/08/2024	Directorship in other Listed Companies
<i>Tushar Shashikant Shah</i>	<i>Executive Director, Chairperson</i>	<i>8</i>	<i>Yes</i>	<i>-</i>

	<i>Managing Director</i>			
<i>Kapadia Kruti Kevin</i>	<i>Non-Executive, Independent Director</i>	9	Yes	3
<i>Rajesh Modi</i>	<i>Non- Executive Independent Director</i>	9	Yes	-
<i>Manishbhai Vasantkumar Nirmal</i>	<i>Non- Executive Director</i>	8	Yes	-
<i>Akshita Dave</i>	<i>Non- Executive Independent Director</i>	7	Yes	1

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 2024-25.

Audit Committee Meeting

Sr No	Date	Sr No	Date	Sr No	Date	Sr No	Date
1	02-05-2024	2	10-07-2024	3	07-10-2024	4	29-01-2025

Nomination And Remuneration Committee Meeting

Sr No	Date	Sr No	Date	Sr No	Date	Sr No	Date
1	02-05-2024	2	10-07-2024	3	07-10-2024	4	29-01-2025

Stakeholder Relationship Committee Meeting

Sr No	Date	Sr No	Date	Sr No	Date	Sr No	Date
1	02-05-2024	2	10-07-2024	3	07-10-2024	4	29-01-2025

Independent Director Committee Meeting

Sr No	Date
1	02-05-2024

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 consisting of 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 consisting of 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 2024-25.

The Company paid remuneration of Rs 9,00,000 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, 2024 to 31st March 2025.

11. Remuneration of the Non-Executive Directors for the Financial Year 2024-25

Sitting fees are paid as board and committee meeting held during the financial year.

12. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH 2025

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 consisting 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) meeting of Stakeholders Relationship Committee was held as the power of the board of director of the Company

Investor Grievance Redressal: *Statement of Various complaints received and cleared by the Company during the year ended on 31st March 2025:*

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
2021-22	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	10 th August, 2022
2022-23	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	28 th September, 2023
2023-24 (Extra-Ordinary General Meeting)	Postal Ballot (Deemed to be at Registered Office)	19 th July, 2024

2023-24	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	24 th August, 2024
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(b) Resolutions passed through Postal Ballot: postal ballot was conducted during the financial year 2024-25

There are the following proposals that passed resolution through postal ballot

- *To Increase the Authorised Share Capital of the Company.*
- *Regularisation of Additional Director, Mr. Manish Nirmal (DIN:09852472) as Non-Executive director of the Company.*
- *Appointment of M/S. Nirav S. Shah & Co., practicing chartered accountants, (firm registration no.130244w) Statutory Auditors of the company to fill the casual vacancy.*

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:

<i>Matrix Skill</i>	<i>Directors</i>		
	<i>Tushar Shashikant Shah</i>	<i>Kapadia Kruti Kevin</i>	<i>Rajesh Modi</i>



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 2024-25, 9 (Nine) 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

<i>Annual General Meeting: Date, time and venue</i>	<i>The Annual General Meeting of the Company is being conducted through VC/OAVM. In accordance with the provisions of</i>
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	<i>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.</i>
<i>Financial Year</i>	<i>The financial year of the Company is for a period of 12 months from 1st April, 2024 to 31st March, 2025</i>
<i>Date of Book Closure</i>	<i>24th May, 2025 to 30th May, 2025 (both days inclusive)</i>
<i>Financial Calendar (Tentative)</i> <i>Results for Quarter ending 30.06.2025</i> <i>Results for Quarter ending 30.09. 2025</i> <i>Results for Quarter ending 31.12. 2025</i> <i>Results for Quarter ending 31.03. 2026</i>	<i>2nd Week of August 2025</i> <i>2nd Week of November 2025</i> <i>2nd Week of February 2026</i> <i>Last week of May, 2026</i>
<i>Listing on Stock Exchange</i>	<i>The Company's shares are listed on Bombay Stock Exchange Limited.</i>
<i>Stock / Script Code</i>	<i>531328 on BSE Ltd.,</i>
<i>ISIN Number</i>	<i>INE128R01023</i>

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

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 2026.

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, 2025 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 31ST MARCH 2025

Shareholding of nominal Value (₹)				
	Folios Number	% to total	Amounts	% to total
(1)	(2)	(3)	(4)	(5)
1 – 500	57304	72%	8187952	1%
501 - 1000	8651	11%	7398891	1%
1001- 2000	5674	7%	8464697	1%
2001- 3000	2097	3%	5327173	1%
3001- 4000	991	1%	3574157	1%
4001- 5000	1135	1%	5460181	1%
5001- 10000	3492	4%	58557712	9%
10001 and above	225	0%	530221693	85%
Total:	79569	100%	627192456	100.000

33. SECRETARIAL AUDIT.

Himanshu Togadiya, a qualified Practicing Company Secretaries have conducted the Secretarial Audit for the financial year 2024-25. The Audit Report confirms that the Company has complied with 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, and on the e-voting website of CDSL.

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, 2025 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, 2025, 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

Place: Ahmedabad
Date: May 07, 2025

Sd/-
Kush Bhadreshbhai Shah
Chief Financial Officer



NIRAV S. SHAH & CO.

CHARTERD ACCOUNTANTS.

NIRAV SHAH
B.Com, F.C.A.

112, Sakar V, Nr. Mithakhali Rly. Crossing, Off. Ashram Road, Ahmedabad-380 009.
Ph. : 079-40301280 (M) 98256 09734 E-mail : shah.shahassociates@gmail.com

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 31st March 2025, 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, 2025, 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.

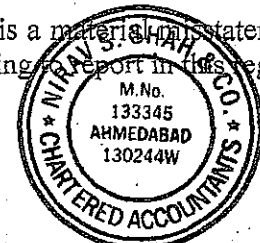
"Information Other than the Financial Statements and Auditor's Report Thereon"

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.

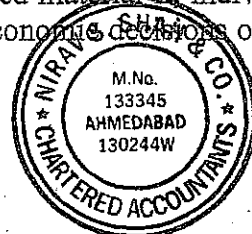
The amendments require every company that uses an accounting software to use such software that has a feature of audit trail which cannot be disabled. The management has a responsibility for effective implementation of the requirements prescribed by account rules i.e., every company which uses an accounting software for maintaining its books of account, should use only such accounting software which has the following features.

- a. Records an audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made; and
- b. Ensuring that audit trail is not disabled.

The management is primarily responsible for ensuring selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations (including those related to retention of audit logs).

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:

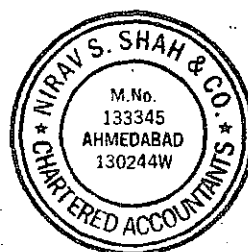
- a. Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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.



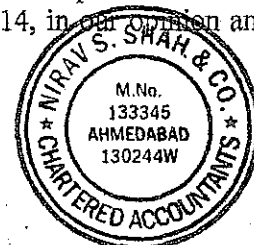
therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing 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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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) as required under the new Rule 11(g) of the Companies (Audit and Auditors) Rule 2014 to report on the use of accounting software by the company for maintaining its books of accounts which has a feature of recording an audit trail:

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account for the period ended 31st March, 2025, which has a feature of recording audit trail (edit log) facility was not enabled at the database during some periods layer to log any direct data changes for all the accounting software's used for maintaining the books of account

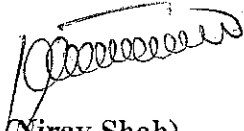
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to



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, Nirav S. Shah & Co.
Chartered Accountants



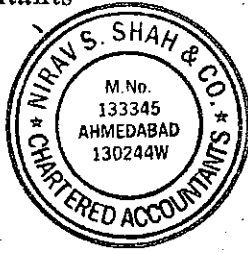
(Nirav Shah)

Proprietor

M. No. 133345

FRN No. 130244w

UDIN : 25133345BMJLDZ9718



Place : Ahmedabad

Date : 24.04.2025

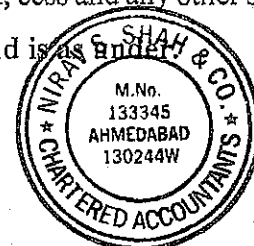
ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Annexure 'A'

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

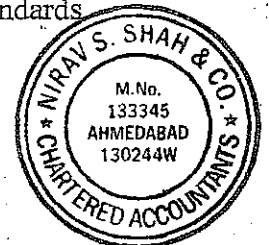
On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- 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 Inventory 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 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 Details of Litigation and Demand is as under:



Name of Statute	Nature of Dues	Amount involved (Rs in Lacs)	Period to which the amount relates	Forum where Dispute is pending
Income Tax Act, 1961	Income Tax	32,61,610/-	A.Y 2014-15	CIT(A)
Income Tax Act, 1961	Income Tax	10,000/-	A.Y 2014-15	CIT(A)
Income Tax Act, 1961	Income Tax	1,15,76,322/-	A.Y 2016-17	CIT(A)
Income Tax Act, 1961	Income Tax	1,41,47,300/-	A.Y 2017-18	CIT(A)
Income Tax Act, 1961	Income Tax	1,75,040/-	A.Y 2018-19	CIT(A)

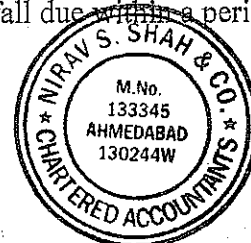
- viii. There is no any such transaction which was not recorded in the books of accounts, and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. In our opinion and according to the information and explanations given by the management, we are of the opinion 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 raised money by way of Issuing Right Shares for Rs. 470,3,94,342/- (47,03,94,342 Equity shares of 1/- each) on 11th Oct, 2024. Further Company has not 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 Below Table as required by the applicable accounting standards



(Rs. In Lakhs)

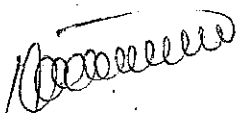
Particulars	Loans (To Employees)	Advances in Nature of Loans(to Related Party)	Total
Aggregate Amount Granted During the Year	-	R. Stone Design & Build Private Limited 50.15/-	50.15/-
Percentage of Loan/Advances in Nature of Loans to total Loans(in %)	-	100%	-
Balance Outstanding as at Balance Sheet Date in Respect of Above Cases	-	50.15/-	50.15/-

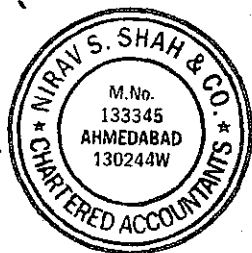
- xiv. As per company size and nature of its transaction there is no need to apply internal audit systems, hence N.A
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors 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. Statutory Auditor Resigned during the Last Financial Year due to Personal Reasons.
- 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, Nirav S. Shah & Co.
Chartered Accountants


(Nirav Shah)
Proprietor
M. No. 133345
FRN No. 130244w
UDIN: 25133345BMJLDZ9718



Place : Ahmedabad
Date : 24.04.2025

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 31st March 2025 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

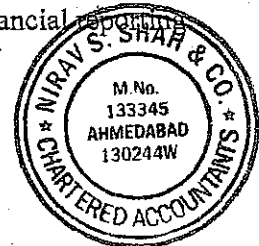
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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.

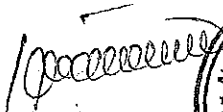
Inherent Limitations of Internal Financial Controls over Financial Reporting

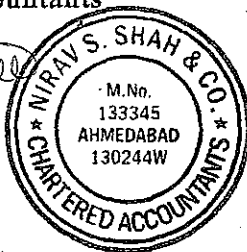
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal 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 31st March 2025, 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, Nirav S. Shah & Co.
Chartered Accountants


(Nirav Shah)
Proprietor
M. No. 133345
FRN No. 130244w
UDIN: 25133345BMJLDZ9718



Place : Ahmedabad
Date : 24.04.2025

Annexure C to the Independent Auditors' Report

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

Additional Regulatory Information

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 any immovable property, hence N.A

Revaluation of Property, Plant & Equipments

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

Loans & Advances to Directors, Promoters KMPs & Related Parties

The Company has granted loans and advances in the nature of loan outstanding of Rs. 5015464/- to R. Stone Design & Build Private Limited

Capital Work-in-Progress

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

Intangible Assets under Development

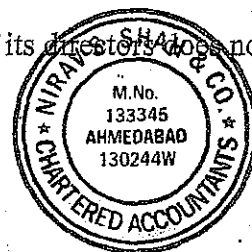
The Company does not have any Intangible Assets under development as at the Balance Sheet Date.

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.

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.



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.

Registration of charges or satisfaction with Registrar of Companies

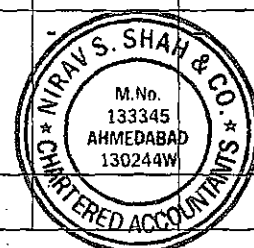
The Company does not require to create/modified/satisfied charge on the assets of the Company during the financial year.

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.

Financial Ratios FY 2024-25

SR. No	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	7.22	0.09	-	-
2	Debt-Equity Ratio	Loans (Liabilities)	Capital Accounts + Net Profit	0.01	0.06	-	-
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	9.77	0.00	-	-
5	Inventory Turnover Ratio	Inventory	Turnover	0.00	0.00	-	-
6	Trade Receivable Turnover Ratio	Trade Receivable	Turnover	2.89	0.00	-	-
7	Trade Payable	Trade	Purchase	29.69	0.00	-	-



	Turnover Ratio	Payable					
8	Net Capital Turnover Ratio(In Times)	Revenue from operations	Average working capital = Total current assets less Total current liabilities)	2.31	0.00		
9	Net Profit Ratio (in %)	Profit/Loss for the year	Revenue from Operations	37.66	0.00		
10.	Return on Capital Employed (in %)	Profit before taxes and Finance Cost	Capital Employed =Net worth + Deferred tax liabilities+Long Term Borrowing	8.11	1.93		
11.	Return on Investment (In %)	Income generated from invested funds	Average invested funds	-	-		

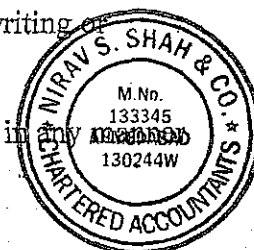
Compliance with approved Scheme(s) of Arrangements

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.

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

- 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

Undisclosed Income

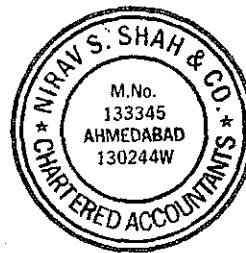
The Company does not have any transaction which was not recorded in the books of accounts in earlier years & that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

Corporate Social Responsibility

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

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.



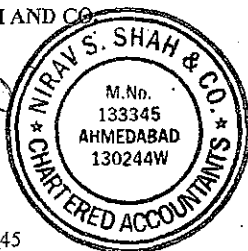
BALANCE SHEET

(Rs. Lakhs)

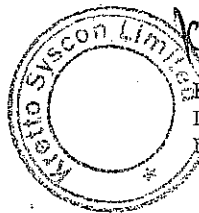
PARTICULARS	Note No	Audited As at 31st March 2025	Audited As at 31st March 2024
EQUITY AND LIABILITIES			
I. Shareholders' Funds			
(a) Share Capital	1	6271.92	1567.98
(b) Reserves & Surplus	2	515.64	103.15
	(A)	<u>6787.56</u>	<u>1671.13</u>
II. Non Current Liabilities			
(a) Long Term Borrowings	3	101.00	101.51
(b) Deferred Tax Liabilities	4	0.00	0.01
	(B)	<u>101.00</u>	<u>101.51</u>
III. Current Liabilities			
(a) Short Term Borrowings			
(b) Trade Payables			
-(A) Total outstanding dues of micro enterprises and small enterprises		0	0
-(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	5	8.07	25.53
(c) Other Current Liabilities			
(c) Short Term Provisions	6	156.20	54.06
	(C)	<u>164.27</u>	<u>79.59</u>
Total	(A+B+C)	<u>7052.83</u>	<u>1852.23</u>
ASSETS			
I. Non Current Assets			
(a) Property, Plant & Equipment and Intangible Assets			
i) Property, Plant & Equipment	7	75.74	73.59
ii) Intangible Assets	(D)	<u>75.74</u>	<u>73.59</u>
(b) Non-Current Investment	8	186.33	0
(c) Deferred Tax Assets (Net)			
(d) Long Term Deposits and Advances	9	5567.36	1771.32
(e) Other Non Current Assets	10	-37.48	0.3
	(E)	<u>5791.17</u>	<u>1771.62</u>
II. Current Assets			
(a) Inventories	11	759.43	0
(b) Trade Receivables	12	355.56	3.96
(c) Cash and Bank Balances			
(d) Short-Term Loans and Advances	13	70.92	3.06
(e) Other Current Assets	(F)	<u>1185.91</u>	<u>7.02</u>
Total	(D+E+F)	<u>7052.83</u>	<u>1852.23</u>

For, NIRAV S SHAH AND CO
Chartered Accountant

NIRAV S. SHAH
Proprietor
Membership No. 133345
Firm Registration No. 0130244W
UDIN: 25133345BMJLDZ9718



For and On Behalf of the Board of Directors of Kretto Syscon Limited



Kapadia Kruti Kevin
Director
DIN: 07746940

Manya Anup Khetwani
Company Secretary
M.No-43506

Tushar Shah
Director
DIN: 01748630

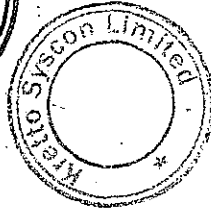
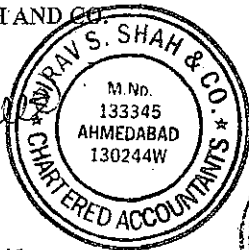
Place: Ahmedabad
Date: 24.04.2025

STATEMENT OF PROFIT AND LOSS

PARTICULARS		(Rs. Lakhs)	
		Audited For the year ended 31st March 2025	Audited For the year ended 31st March 2024
I Revenue From Operations	14	1097.45	0
II Other Income	15	73.11	70.2
III Total Income		<u>1170.56</u>	<u>70.2</u>
IV Expenditure			
(a) Cost of Goods Sold	16	498.10	0
(b) Employee Benefit Expenses	17	17.33	11.42
(c) Finance Cost	18	0.04	0.02
(d) Depreciation and Amortisation Expenses	19	0.68	0.58
(e) Other Expenses	20	95.90	23.95
V Total Expenditure		<u>612.04</u>	<u>35.96</u>
VI Profit / (Loss) before exceptional and extraordinary items and tax		558.52	34.24
VII Extraordinary items :-			
Profit / (Loss) on sale of fixed assets			
VIII Profit / (Loss) before tax		<u>558.52</u>	<u>34.24</u>
IX Tax Expense:			
(a) Tax Expense for Current Year		145.21	8.90
(b) Deferred Tax		0.01	-0.08
X Net Current Tax		<u>145.22</u>	<u>8.82</u>
XI Profit/(Loss) for the Year		<u>413.29</u>	<u>25.42</u>
XII Earning Per Share (Face Value 10/- per share) In Rupees	21		
Basic		0.07	0.02
Diluted		0.05	0.02

For, NIRAV S SHAH AND CO.
Chartered Accountant

NIRAV S. SHAH
Proprietor
Membership No. 133345
Firm Registration No. 0130244W
UDIN: 25133345BMJLDZ9718



For and On Behalf of the Board of Directors of Kretto Syscon Limited

Kapadia Kruti Kevin
Director
DIN: 07746940

Tushar Shah
Director
DIN: 01748630

Manya Anup Khetwani
Company Secretary
M.No-43506

Place: Ahmedabad
Date: 24.04.25

CASH FLOW STATEMENT

(Rs. Lakhs)

PARTICULARS	Year ended 31st March 2025	Year ended 31st March 2024
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	558.52	34.24
Add:		
(a) Depreciation	0.68	0.58
(b) Miscellaneous Expenses (Amortized)	0	
(c) Finance & Interest Expenses	0.68	0.58
Add/Deduct:		
(a) Interest income	0	0
(b) Loss on Sale of Fixed Assets	0.81	0.35
(c) Appropriations	0.81	0.35
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	558.39	34.47
Add/Deduct:		
(a) Increase/Decrease in Short Term Provisions	102.14	-3.14
(b) Increase/Decrease in Trade Payables	-17.46	-29.5
(c) Increase/Decrease in Other Current Liabilities	0	2.42
(d) Increase/Decrease in Inventories	0	
(e) Increase/Decrease in Trade Receivables	-759.43	0
(f) Increase/Decrease in Short Term Loans & Advances	0	
(g) Increase/Decrease in Other Current Assets	-67.86	-1.04
(h) Increase/Decrease in Short Term Borrowing	0	
Total Working Capital Adjustment	-742.61	-31.26
CASH GENERATED FROM OPERATIONS	-184.22	3.21
Deduct:		
Direct Taxes Paid (Net)	-145.22	-8.9
NET CASH FROM OPERATING ACTIVITIES	-329.44	-5.69
B CASH FLOW FROM INVESTING ACTIVITIES:		
(a) Sale of Fixed Asset		
(b) Purchase of Fixed Assets	-2.83	
(c) Interest income	0	
(d) Change in Long Term Bank Deposits		
(e) Change in Long Term Deposits and Advances	-3796.04	-134.81
(f) Change in Other Non Current Assets	-37.18	0.15
(g) Investment in JV	-186.33	
(h) Profit from JV	0	
NET CASH USED IN INVESTING ACTIVITIES	-4022.38	-134.66
C CASH FLOW FROM FINANCING ACTIVITIES:		
(a) Share Issue Proceeds	4703.94	0
(b) Increase/Decrease in Borrowings	-0.51	101.51
(c) Finance & Interest Expenses	0.00	0
NET CASH USED IN FINANCING ACTIVITIES	4703.43	101.51
NET INCREASE IN CASH AND CASH EQUIVALENTS	351.61	-38.84
OPENING BALANCE- CASH AND CASH EQUIVALENT	3.95	42.79
CLOSING BALANCE- CASH AND CASH EQUIVALENT	355.56	3.95

For, NIRAV S SHAH AND CO.
Chartered Accountant

NIRAV S. SHAH
Proprietor
Membership No. 133345
Firm Registration No. 0130244W
UDIN: 25133345BMJLDZ9718

Place: Ahmedabad
Date: 24.04.25

For and On Behalf of the Board of Directors of Kretto Syscon Limited

Kapadia Kruti Kevin
Director
DIN: 07746940

Tushar Shah
Director
DIN: 01748630

Manya Anup Khetwani
Company Secretary
M.No-43506

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes Forming Part of Balance Sheet

Note 1	As at 31st March 2025	As at 31st March 2024
Share Capital	(Rs. Lakhs)	(Rs. Lakhs)
Authorised		
66,00,00,000 Equity Shares of ₹ 1/- each	6600.00	
(P.Y 16,00,00,000 Equity Shares of ₹ 1/- each)		1600.00
	6600.00	1600.00
Issued, Subscribed And Paid Up		
15,67,98,114 Equity Shares of ₹ 1/- each	1567.98	1567.98
Add: Issued during the year	4703.94	
47,03,94,342 Equity shares of ₹ 1/- each	6271.92	1567.98

A) Terms/rights attached to equity shares:

Equity Shares

i. The company has only one class of shares referred to as equity shares having a par value of ₹ 1/-. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors (if any) is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ending 31 March 2025, the Company has invested in 4,70,394,342 equity shares through a right issue at a face value of ₹ 1/- each, aggregating to ₹ 6,27,192,456 Equity Share Capital as on 11.10.2024

B) Reconciliation of the number of shares outstanding

Particulars	As at 31st March 2025	As at 31st March 2024
Number of Shares at the beginning of the year	156798114	156798114
Add: Right Shares Issued	470394342	0
Number of Shares at the end of the year	627192456	156798114

C) Details Of Shares In The Company Held By Each Shareholder Holding More Than 5% Shares:

Name Of Shareholder	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ticky R Jhaveri	37500000	5.98	0	0
Bandip Hemantkumar Shah	50000000	7.97	0	0
Dhruv Ganji	46832055	7.47	0	0
Muhammad Faruk Hajibhai Mir	50000000	7.97	0	0
Agar Rajesh Jhaveri HUF	75000000	11.96	0	0
	259332055	41.35	0	0

D) Details of Shareholding of Promoters: -

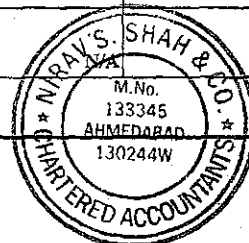
Shares held by promoters as at March 31, 2025 is as follows:

Promoter Name	As at 31st March, 2025		As at 31st March, 2024		% Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Total	N/A	N/A	N/A	N/A	N/A

Shares held by promoters as at March 31, 2024 is as follows:

Promoter Name	As at 31st March, 2024		As at 31st March, 2023		% Change During the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Total	N/A	N/A	N/A	N/A	N/A

There is no shareholding with any promoters during F.Y 2023-24 & F.Y 2024-25



Note 2	As at 31st March 2025	As at 31st March 2024
Reserves & Surplus	(Rs. Lakhs)	(Rs. Lakhs)
A) Surplus		
Opening Balance	103.15	78.08
Add: Net Profit for the current year	413.31	25.42
Less: Appropriations		0.35
Less : Excess Provision Write Off	0.81	0
Closing Balance	515.64	103.15

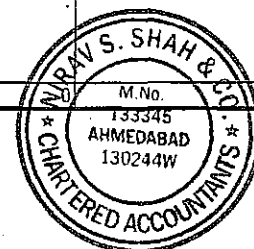
Note 3	As at 31st March 2025	As at 31st March 2024
Long Term Borrowings	(Rs. Lakhs)	(Rs. Lakhs)
Unsecured Loans		
D) From Others		
East Mile Enterprise Limited	101.00	101.51
	101.00	101.51
	101.00	101.51

Note 4	As at 31st March 2025	As at 31st March 2024
Deferred Tax Liabilities	(Rs. Lakhs)	(Rs. Lakhs)
Opening Balance	0.01	0.09
For the year	-0.01	-0.08
Closing Balance	0.00	0.01

Note 5	As at 31st March 2025	As at 31st March 2024
Trade Payables	(Rs. Lakhs)	(Rs. Lakhs)
A) Total outstanding dues of micro enterprises and small enterprises		
B) Total outstanding dues of creditors other than micro enterprises and small enterprises	8.07	25.53
	8.07	25.53

Ageing for Trade Payables outstanding as at 31st March, 2025

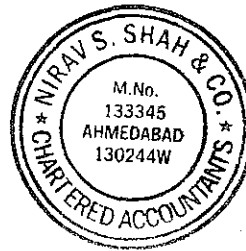
Trade Payables Ageing Schedule	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises					0
Total outstanding dues of creditors other than micro enterprises and small enterprises	8.07				8.07
Disputed Dues of micro enterprises and small enterprises					0
Disputed Dues of creditors other than micro enterprises and small enterprises					0
	8.07	0			8.07



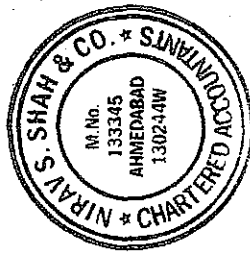
Ageing for Trade Payables outstanding as at 31st March, 2024

Trade Payables Ageing Schedule	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises					0
Total outstanding dues of creditors other than micro enterprises and small enterprises				25.53	25.53
Disputed Dues of micro enterprises and small enterprises					0
Disputed Dues of creditors other than micro enterprises and small enterprises					0
	0	0	0	25.53	25.53

Note 6	As at 31st March 2025	As at 31st March 2024
	(Rs. Lakhs)	(Rs. Lakhs)
Short Term Provisions		
Provision For Expenses		0
Provision for Income Tax current tax	145.22	8.9
DS Payable	6.52	0.11
Provision For Expenses	4.46	45.05
	156.20	54.06



Note 7			Property, Plant & Equipment										(Rs. Lakhs)	
Sr. No.	Particulars	Rate %	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK			
			As at 01/04/2024	Additions	Deductions	As at 31/03/2025	Up to 01/04/2024	Additions	Deductions	Up to 31/03/2025	As at 31/03/2025	As at 31/03/2024		
	Tangible Assets													
1	Khajuri Pole Assets	-	72.20	-	-	72.20	-	-	-	-	72.20	72.20		
2	Computer & Printer	39.30%	1.85	-	-	1.85	1.53	0.12	-	1.65	0.19	0.32		
3	Furniture & Fixtures	25.89%	3.25	-	-	3.25	2.18	0.2781	-	2.46	0.80	1.07		
4	Air Conditioner	18.10%	-	0.62	-	0.62	-	0.01	-	0.01	0.61	0.00		
5	CCTV Camera	18.10%	-	0.10	-	0.10	-	0.00	-	0.00	0.10	0.00		
6	Computer Laptop	39.30%	-	2.11	-	2.11	-	0.27	-	0.27	1.84	0.00		
	Total		77.30	2.83	0.00	80.12	3.71	0.68	0.00	4.39	75.74	73.59		



Note 8	As at 31st March 2025	As at 31st March 2024
Non- Current Investments	(Rs. Lakhs)	(Rs. Lakhs)
Investment in Equity and Mutual Fund	186.33	
	186.33	

Note: Company has invested in Stock and shares During the Financial Year 2024-25

Note 9	As at 31st March 2025	As at 31st March 2024
Long Term Deposits and Advances	(Rs. Lakhs)	(Rs. Lakhs)
Security Deposit		
Secured, Considered Good		
Unsecured, Considered Good	5567.36	1771.32
Deposits		
Other Deposits		
	5567.36	1771.32

Note 10	As at 31st March 2025	As at 31st March 2024
Other Non Current Assets	(Rs. Lakhs)	(Rs. Lakhs)
Balance with Government Authorities		
Miscellaneous Expenses	0	0
Opening Balance	0.30	0.45
Add: Expenses incurred during the year		
Less: Expenses written off	0.15	0.15
Pre Paid Expenses	37.33	
	37.48	0.3

Note : Other Non current assets including Prepald Expenses & other which we will write off in 5 years

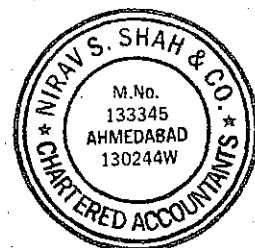
Note 11	As at 31st March 2025	As at 31st March 2024
Trade Receivables	(Rs. Lakhs)	(Rs. Lakhs)
(Unsecured)		
- From Related Parties	0	0
- From Others	759.43	
	759.43	0

Ageing for Trade Receivable as at 31st March, 2025

Trade Receivables Ageing Schedule	following					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Indisputed Trade Receivables - Considered Good	318.43	441				759.43
Indisputed Trade Receivables - Considered Doubtful						
Disputed Trade Receivables - Considered Good						
Disputed Trade Receivables - Considered Doubtful						
	318.43	441	0	0	0	759.43

Ageing for Trade Receivable as at 31st March, 2024

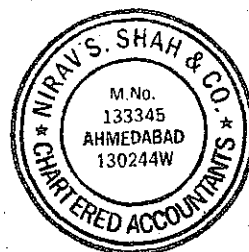
Trade Receivables Ageing Schedule	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Indisputed Trade Receivables - Considered Good						
Indisputed Trade Receivables - Considered Doubtful						
Disputed Trade Receivables - Considered Good						
Disputed Trade Receivables - Considered Doubtful						
	0	0	0	0	0	0



Note 12	As at 31st March 2025	As at 31st March 2024
	(Rs. Lakhs)	(Rs. Lakhs)
Cash And Bank Balances		
Balance With Banks	354.88	3.84
Cash in Hand	0.68	0.07
Cash and Cash Equivalents (As per AS- 3)	355.56	3.91

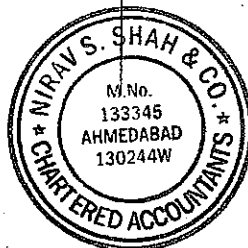
Cash in hand is Physically verified by Management of the Company.

Note 13	As at 31st March 2025	As at 31st March 2024
	(Rs. Lakhs)	(Rs. Lakhs)
Other Current Assets		
Other Current Assets		
TDS Receivable F.Y.2024-25	24.91	0
TDS Receivable F.Y.2023-24	0	2.52
GST Receivable	46.01	0.544
	70.92	3.06



Kretto Syscon Limited
Notes Forming Part of Profit & Loss Account

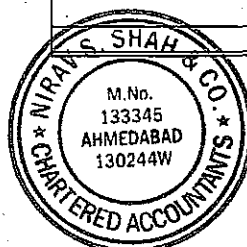
	Year Ended March 31, 2025	Year Ended March 31, 2024
Note 14	(Rs. Lakhs)	(Rs. Lakhs)
Revenue From Operations		
Sale/ Services during the year	1097.45	0
	1097.45	0
Note 15	Year Ended March 31, 2025	Year Ended March 31, 2024
Other Income	(Rs. Lakhs)	(Rs. Lakhs)
Interest Income	71.96	70.2
Dividend Income	0.2	0
GST Difference Income	0.95	
	73.11	70.2
Note 16	Year Ended March 31, 2025	Year Ended March 31, 2024
Cost of Goods Sold	(Rs. Lakhs)	(Rs. Lakhs)
Opening Stock	0	
Add: Purchases /services during the year	498.1	
Less: Closing Stock	0	
	498.1	0
Note 17	Year Ended March 31, 2025	Year Ended March 31, 2024
Employee Benefit Expenses	(Rs. Lakhs)	(Rs. Lakhs)
Director's Remuneration	9.2	
Salaries and Wages	8.05	11.31
Staff Welfare Expenses	0.08	0.11
	17.33	11.42
Note 18	Year Ended March 31, 2025	Year Ended March 31, 2024
Finance Costs	(Rs. Lakhs)	(Rs. Lakhs)
Bank Charges	0.04	0.02
	0.04	0.02
Note 19	Year Ended March 31, 2025	Year Ended March 31, 2024
Depreciation And Amortization Expense	(Rs. Lakhs)	(Rs. Lakhs)
Depreciation	0.68	0.58
Deferred Revenue Expenditure	0	
	0.68	0.58
Note 20	Year Ended March 31, 2025	Year Ended March 31, 2024
Other Expenses	(Rs. Lakhs)	(Rs. Lakhs)
Advertisement expenses	1.43	0.39
BSE Expenses	10.00	-
Bad Debts Written Off	31.00	-
CDSL Expenses	15.30	3.04
Conveyance Expense	0.15	0.50
CS Salary	1.48	1.44



Electric Expenses	0.22	0.39
Escrow Account Fees	0.25	-
GST Expenses	-	5.47
Interest Expenses	-	1.11
Legal & Professional Expenses	3.17	0.57
Miscellaneous Expenses	-	0.69
Miscellaneous Expenses written off	9.43	0.15
Municipal Tax	0.43	0.45
NSDL Expenses	2.39	0.53
Office Renovation Expenses	-	1.44
Office Administrative Expenses	-	3.33
Office Building Maintenance	0.96	0.55
Office Expenses	0.93	1.25
Penalty For BSE Expenses	0.23	-
Petrol conveyance	0.28	0.20
Rent Expenses	2.60	-
Round Off	0.00	-
Right Issue Charges	4.48	-
ROC Charges	0.05	-
Share Registry Expenses	3.14	-
Stamp Duty Expenses	0.24	-
Software Expenses	0.29	-
Short Term Loss On Shares	3.06	-
Share Trading Expenses	1.81	-
Stationary Expenses	1.32	0.51
TDS Interest Expenses	0.12	-
Travelling expenses	0.19	1.66
Website Expenses	0.17	0.03
Auditor's Remuneration	-	-
Audit Fees	0.75	0.25
	95.90	23.95

	Year Ended March 31, 2025	Year Ended March 31, 2024
Note 21		
Earning Per Share	(Rs. Lakhs)	(Rs. Lakhs)
Basic		
Net Profit attributable to equity shareholders	413.31	25.42
The weighted average number of Equity Shares for Basic Earnings Per Share (Nos.)	6271.92	1567.98
Par Value Per Share (in ')	1	1
Basic Earnings Per Share (in ')	0.07	0.02
Diluted		
Net Profit attributable to equity shareholders	413.31	25.42
The weighted average number of Equity Shares for Diluted Earnings Per Share (Nos.)	7933.98	1,567.98
Par Value Per Share (in ')	1	1
Diluted Earnings Per Share (in ')	0.052093653	0.01621193

Contingent Liabilities and commitment	Year Ended March 31, 2025	Year Ended March 31, 2024
The company's pending litigation comprise of claims by the company towards debtors pertaining to proceedings pending with other authorities. The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The company does not expect the outcome of these proceedings to have a materially adverse effects on its financial statement.		
	291.71	291.09
	291.71	291.09



NOTE 22

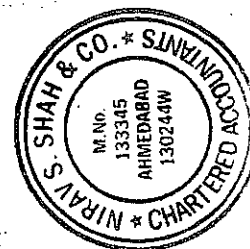
ADDITIONAL REGULATORY INFORMATION

Ratios

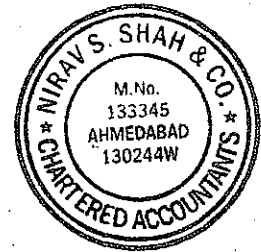
Ratio	Numerator	Denominator	Current Year	Previous Year
(a) Current Ratio (In Times)	Total Current assets	Total Current liabilities	7.22	0.09
(b) Debt-Equity Ratio (In Times)	Total Debt (Consists of Long Term Borrowings and Short Term Borrowings)	Shareholder's Fund	0.01	0.06
(c) Debt Service Coverage Ratio (In Times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service = Interest + Principal repayment		
(d) Return on Equity Ratio (In %)	Profit for the year	Average Net Worth	9.77%	1.53%
(e) Inventory turnover ratio (In Times)	Cost of Goods Sold (Cost of Material Consumed + Purchases + Changes in Inventory + Manufacturing Expenses)	Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade		
(f) Trade Receivables turnover ratio (In Times)	Revenue from operations	Average Trade Receivable	2.89	0.00
(g) Trade payables turnover ratio (In Times)	Purchases of Goods/Services + Cost of Fixed Assets Purchases and Other expenses	Average Trade Payables	29.69	0.00
(h) Net capital turnover ratio (In Times)	Revenue from operations	Average working capital = Total current assets less Total current liabilities	2.31	0.00
(i) Net profit ratio (In %)	Profit/Loss for the year	Revenue from Operations	37.66%	0.00
(j) Return on Capital employed (In %)	Profit before taxes and Finance Cost	Capital Employed = Net worth + Deferred tax liabilities - Long Term Borrowing	8.11%	1.93%
(k) Return on Investment (In %)	Income generated from invested funds	Average invested funds	0.00%	0.00

Explanation for change in the ratios by more than 25%:

- a) Current Ratio has increased due to decrease in Current Liabilities
b) Decrease in the Debt Equity Ratio is due to the repayment of short term borrowing to related in current year
c) Debt Service Coverage ratio turned negative due to the losses incurred in the year
d) Return in Equity has turned negative due to the losses incurred during the year
e) Inventory Turnover Ratio has decreased due to the reduction in turnover
f) Trade Receivables Turnover Ratio has decreased due to decrease in turnover
g) Trade Payables Turnover Ratio has decreased due to decrease in cost of goods sold
h) Net Capital Turnover Ratio has decreased due to decrease in Revenue from operations
i) Net Profit Ratio has turned negative due to the losses incurred in the year
j) Return on Capital Employed has turned negative due to the losses incurred in the year
k) Return on Investment has increased due to the increase in profit margin from investment in IV



Related Party Transactions:		
Name	Nature Of Payment	Amount (Rs in Lakhs)
Tushar Shah	Directors remuneration	9
Manish Nirmal	Directors remuneration	0.2
Akshita Dave	Sitting Fees	0.2
Tushar Shah	Sitting Fees	0.4
R.ston Design & Build Private Ltd (Tushar Shah is Director in Company)	Loans and Advance	50.15



KRETTO SYSCON LIMITED

**A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR
ISCON TEMPLE CROSS ROAD, S.G HIGHWAY,
AHMEDABAD, GUJARAT, INDIA, 380054**

CIN: L70100GJ1994PLC023061

Note No.: 23

Notes forming part of Financial Statements

1. Background

Kretto Syscon Limited is an India-based company. The Company is engaged in the business of software designing, customization, developing and dealing in computer software and solutions. Company formerly known as Ideal Texbuild Limited, was incorporated in 1994. The company initially focused on textiles and building construction. Later, its primary business shifted to construction and information technology. The company is currently based in Ahmedabad, Gujarat.

2. Significant Accounting Policies

a. Basis of Preparation of Accounts: -

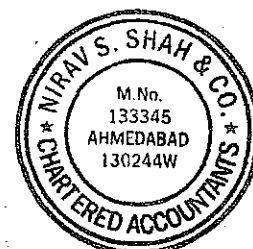
The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules there under and other accounting principles generally accepted in India. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Previous year's figures were re-grouped/re-classified wherever necessary.

b. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

c. Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



d. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

e. Tangible/Intangible Fixed Assets:

An item is classified as fixed asset only if it satisfies the recognition criteria stated in AS 11(i.e.) is probable that future economic benefits will flow to the company and the cost of such item could be measured. Stores and Spares fulfilling the above conditions are also classified as fixed assets. Fixed assets are initially recognized at its purchase price including all costs directly attributable to bring the asset in a ready to use condition. All subsequent cost incurred such as day to day running expenses, repair and maintenance expenses are treated as revenue expenses except when such expenditure satisfied the recognition criteria stated above. Cost Model is followed after initial recognition i.e. Fixed Assets are carried at cost less accumulated depreciation/amortization/impairment.

Depreciation: Fixed assets are depreciated using the Written Down Value method. Useful lives of assets necessary for calculation of depreciation rates are taken as specified in Schedule II of Companies Act, 2013.

Intangible assets are amortized on written down value method over their estimated useful life or 4 years, whichever is lower.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any. Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

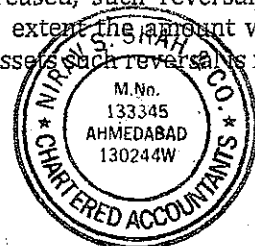
Capital Work-in-Progress: Projects under which tangible fixed assets are not yet ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs.

f. Impairment of Assets

The carrying value of assets/cash generating units at each balance sheet date is reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.



g. Leases:

Where the Company as a lessor leases asset under finance leases, such amounts are recognized as receivables at an amount equal to the net investment in the lease and the finance income is recognized based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized in the Statement of Profit and Loss on a straight-line basis, over the lease term.

h. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase and other costs net of recoverable taxes incurred in bringing them to their respective present location and condition.

Valuation of work in progress: -

Work in Progress has been valued on basis of the incurred costs less the cost of progressive billing of the projects.

i. Taxes on Income

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the reserves directly. In such cases, the tax is also recognized in the reserves.

- Current tax

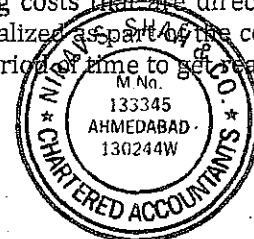
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

j. Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.



Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

k. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

l. Revenue recognition

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Interest income

Interest income and guarantee commission is accounted on an accrual basis.

Dividends

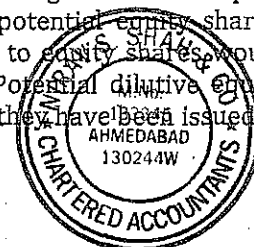
Revenue is recognized when the Company's right to receive the payment has been established.

m. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present values and are determined based on the best estimate required to settle the obligations at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements and are disclosed in the Notes. A Contingent asset is neither recognized nor disclosed in the financial statements.

n. Earnings Per Share

Basic earnings per share is computed by dividing the profit/loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at



a later date. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.

O .Related Party Disclosure

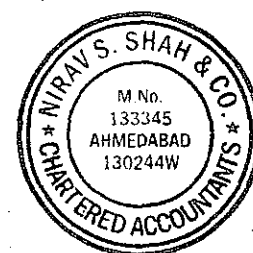
Disclosure as required by Accounting Standard-18 (AS-18) – “Related Party Disclosures” are as follows

Nature of Relationship	Name of Parties
Director	Mr. Tushar Shah
Director	Mr. Manish Nirmal
Director	Mr. Akshita Dave
Other related party	R.ston Design & Build Private Ltd (Tushar Shah is Director in Company)

Details of Transactions with related parties: -

Name of Parties	Transaction Type	Amount (Rs. In Lakhs)
Mr. Tushar Shah	Directors remuneration	9.00
	Sitting fee	0.4
Mr. Manish Nirmal	Directors remuneration	0.2
Mr. Akshita Dave	Sitting fee	0.2
R.ston Design & Build Private Ltd (Tushar Shah is Director in Company)	Loans and Advance	50.15

- p. The company has during the year created deferred tax assets of Rs. 719/- due to timing difference arising on account of depreciation which in current year is lower under Income Tax act compared to books of accounts.
- q. Balances of creditors, Loans & Advances and Debtors are subject to confirmation by the parties concerned.
- r. As per Management, in respect of goods and service tax / income tax liability company does not expect any more liability than provided in the books of accounts.
- s. Value of stock and work in progress at the yearend is taken, valued and certified by the management of the company.
- t. As explained by management, goods are received mostly on F.O.B basis.
- u. Sundry Balances written off / written back or transferred through journal entry from one account to another account includes amount no more payable / receivable from the parties whose accounts are adjusted but the same are subject to confirmation from respective parties.

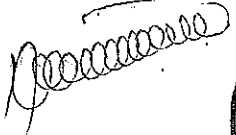


v. Dividend

For the year ended 31st March, 2025, the Board has not recommended any dividend

For, NIRAV S SHAH AND CO.

Chartered Accountant



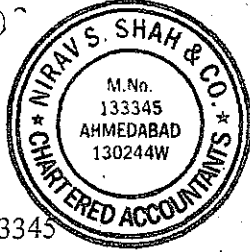
NIRAV S. SHAH

Proprietor

Membership No. 133345

Firm Registration No. 0130244W

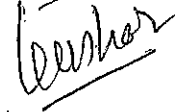
UDIN: 25133345BMJLDZ9718



Place: Ahmedabad

Date: 24.04.2025

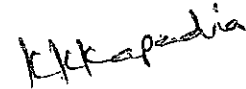
For and On Behalf of the Board of Directors of KRETTO SYSCON LIMITED



TUSHAR SHASHIKANT SHAH

Director

DIN: 01748630



Kapadia Kruti Kevin

Director

DIN: 07746940