

KRETTO SYSCON LIMITED

(CIN: L70100GJ1994PLC023061)

(Formerly known as 'Ideal Texbuild Limited')

Regd. off. : A-401, Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway
Ahmedabad 380054 Gujarat, (O) - 91-79-27541156

E-mail: idealopticsltd@gmail.com; Website:- www.idealopticltd.com

Date: 06.09.2023

To,	
The Department of Corporate Services	The Department of Corporate Services
The Bombay Stock Exchange	The Ahmedabad Stock Exchange,
Phiroze Jeejeebhoy Towers,	Kamdhenu Complex
Dalal Street,	Opp. Sahajanand College,
Bombay.	Panjrapole,
	Ahmedabad - 380015

Sub: Submission of Annual Report 2022-2023 as per Regulation 34 of SEBI (LODR) Regulations, 2015

Ref.: Company Code No. 531328

Dear Sir,

As per the above-mentioned subject, the Annual Report of F.Y 2022-2023 is hereby submitted as enclosure with this letter.

The Report was duly adopted and approved by the board of directors of the company at the board meeting conducted on 05.09.2023.

Please take into your records.

Thanking You,

Yours faithfully,

FOR KRETTO SYSCON LIMITED

**TUSHAR SHAH
MANAGING DIRECTOR
DIN: 01748630**

Encl- Annual Report 2022-2023

KRETTO SYSCON LIMITED

(FORMERLY KNOWN AS IDEAL TEXBUILD LIMITED)



ANNUAL REPORT-2022-2023

REGISTERED OFFICE

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

BOARD OF DIRECTORS

TUSHAR SHASHIKANT SHAH
KRUTI KEVIN KAPADIA
RAJESH MODI
KUSH BHADRESHBHAI SHAH (CFO)

COMPANY SECRETARY

MANYA ANUP KHETWANI

AUDITOR

S. MANDAWAT & CO.
CHARTERED ACCOUNTANTS,
AHMEDABAD

BANKER

H.D.F.C. BANK LTD.

REGISTRAR AND SHARE TRANSFER AGENT

M/S. PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

9 SHIV SHAKTI IND. ESTT.
J R BORICHA MARG, LOWER PAREL EAST
MUMBAI 400 011

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF KRETTO SYSCON LIMITED (FORMERLY KNOWN AS IDEAL TEXBUILD LIMITED) WILL BE HELD ON THURSDAY, 28TH SEPTEMBER, 2023 AT 2.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2023 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.

SPECIAL BUSINESS:

2) TO PASS THIS RESOLUTION AS SPECIAL RESOLUTION IF THOUGH FIT

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

“RESOLVED THAT pursuant to the provisions of section 13 of the companies act, 2013 read with relevant rules and the applicable provisions, including any modification thereto or re -enactment thereof for the time being in force, the consent of the members of the company be and is hereby accorded to adopt the new set of Memorandum of Association as per the provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT any of the director of the company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of ROC.

DATE: 05.09.2023
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

SD/-
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 22.09.2023 TO 28.09.2023. (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.2

The existing Memorandum of Association is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013.

According to the new act it is important to adopt the new set of Memorandum of Association as per the Companies Act, 2013, the new set of MOA is based on Table-A of the companies act, 2013.

None of the Directors along with their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the aforesaid Special Resolution for your approval.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2023 at 09.00 A.M. and ends on 27.09.2023 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 (record date) of 21.09.2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) 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.

Pursuant to above said SEBI Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> 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. 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. 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. 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-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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

<p>demat mode with NSDL</p>	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (v) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vi) Click on “Shareholders” module.
- (vii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) 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.

(x) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.

- (xi) After entering these details appropriately, click on “SUBMIT” tab.
- (xii) 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.
- (xiii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xv) 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.

- (xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xx) 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.
- (xxi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xxii) **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; idealopticsltd@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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 at toll free no. 1800 22 55 33

Board's Report

To,
The Members of
M/s. Kretto Syscon Limited (Formerly known as Ideal Texbuild Limited)

Your Directors have pleasure in presenting the Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2023.

FINANCIAL HIGHLIGHTS

(Rs.In Lacs)

Particulars	Standalone	
	2022-23	2021-2022
Gross Income	62.81	415.11
Profit Before Interest and Depreciation	24.87	23.82
Finance Charges	0	0.00
Gross Profit	25.32	24.15
Provision for Depreciation	0.45	0.34
Net Profit Before Tax	25.32	24.15
Provision for Tax	6.55	6.29
Net Profit After Tax	18.77	17.86

DIVIDEND

With a view to conserve the resources of company and by looking at financial prospects the directors of the company have not recommended any dividend.

AMOUNTS TRANSFERRED TO RESERVES

The Board of the company has decided/proposed to carry current year profit to its reserves.

CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2022-2023, changes were not occurred in the share capital of the company.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Company does not have any Subsidiary, Joint venture or Associate Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and / or paid last year.

MATERIAL CHANGES AND COMMITMENTS

The company has shifted its registered office from existing to A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR ISCON TEMPLE CROSS ROAD, S.G HIGHWAY AHMEDABAD GJ 380054.

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

ANNUAL RETURN

The copy of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, is available on the website of the company. The link of website is www.krettosysconltd.com

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2022-2023, the Company held Six (6) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 were adhered to while considering the time gap between two meetings.

S No.	Date of Meeting	Board Strength	No. of Directors Present
1	25/05/2022	3	3
2	20/06/2022	3	3
3	05/07/2022	3	3
4	04/08/2022	3	3
5	12/11/2022	3	3
6	13/02/2023	3	3

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets

of the company and for preventing and detecting fraud and other irregularities;

- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (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.

AUDITORS AND REPORT THEREON

M/s. S. Mandawat & Co, Chartered Accountants, are the statutory auditor of the company

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2023 is annexed herewith for your kind perusal and information.

LOANS, GUARANTEES AND INVESTMENTS

The Company has given Loans and advances amounting to Rs. 16,36,50,739/- as per the note no. 3 of Financial Statement.

However, the company has not given Guarantee under section 186 of the Companies Act, 2013 for the financial year ended 31st March 2023.

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions of the Company with key managerial personnel during the financial year 2022-2023 which have potential conflict with the interest of the Company at large.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy and Technology absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

(B) Foreign exchange earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated Opportunities and to respond to them with effective actions.
- Identify, access and manage existing and new risks in a planned and coordinated manner with Minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.

DIRECTORS and KMP

There were no changes has occurred in the constitution of directors of the company during the year.

DEPOSITS

The company has not accepted any deposits during the year.

CORPORATE SOCIAL RESPONSIBILITY

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

RATIO OF REMUNERATION TO EACH DIRECTOR

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

No remuneration is paid to any director of the company.

ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

CORPORATE GOVERNANCE

Report on Corporate Governance is not applicable to the company. The company does not meet the criteria for applicability of regulation 27 of LODR, 2015.

INDEPENDENT DIRECTORS and DECLARATION

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of three Directors. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Rajesh Modi	Chairman	Independent, Non-Executive Director
Mr. Tushar Shah	Member	Executive Director
Ms. Kapadia Kruti Kevin	Member	Non-Executive Director

Terms of Reference

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

- b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company
 5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
 6. Make reports to the Board as appropriate.
 7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
 8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

REMUNERATION POLICY

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company. However, no remuneration is paid to executive directors of the company.

Remuneration to Non-Executive Directors:

The Non-Executive Directors are not paid any remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are not paid any sitting fees for meeting of the Board and Committee of Directors attended by them.

AUDIT COMMITTEE

According to Section 177 of the Companies Act, 2013 the company's Audit Committee comprised of three directors. The board has accepted the recommendations of the Audit Committee. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Rajesh Modi	Chairman	Independent, Non-Executive Director
Mr. Tushar Shah	Member	Executive Director

Ms. Kapadia Kruti Kevin	Member	Non-Executive Director
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SECRETARIAL AUDIT REPORT

There are qualifications or adverse remarks in the Secretarial Audit Report which require any clarification/ explanation as below:

1. The company is under process of appointment of internal auditor.
2. The company will publish the newspaper advertisement of financial results as per Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Company is ensuring to take care of Compliances and comply with section 134(1) of the Companies Act, 2013.
4. The company will do the Retirement of Directors as per section 152 of the Companies Act, 2013.
5. Company is under process to appoint non-executive directors. Once appointed the Nomination Remuneration Committee will be reconstituted as per Section 178 of the Companies Act, 2013.
6. The website of the company is duly working and updated.

Further the Secretarial Audit Report **as provided by Mr. Manish Buchasia, Practicing Company Secretary** for the financial year ended, 31st March, 2023 is annexed herewith for your kind perusal and information.

COST AUDIT

Cost audit is not applicable to the Company.

VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013, and as per the Clause 49 of the Listing Agreement, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. The details of the Vigil Committee are annexed herewith for your kind perusal and information.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress

complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your company has established adequate internal financial control systems to ensure reliable financial reporting and compliance with laws and regulations

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

DATE: 05.09.2023

PLACE: AHMEDABAD

**Sd/-
KAPADIA KRUTI KEVIN
DIN: 07746940
DIRECTOR**

**Sd/-
TUSHAR SHAH
DIN: 01748630
MANAGING DIRECTOR**

**KRETTO SYSCON LIMITED
(FORMERLY IDEAL TEXBUILD LIMITED)**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Overall Review

The Growth rate has been on the upward trend as compared to the previous year with favorable market conditions which reflect the positive market.

2. Financial Review

During the year the company has continue its business activities and earned the profit of Rs. 18.77 Lakhs.

3. Risk and Concern

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

4. Internal Control System and their adequacy

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

5. Environmental Issues

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

6. Financial Performance with Respect to Operation Performance

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

7. Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's

operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

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

Form No.MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31.03.2023

[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 Gujarat

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

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

I have e-examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

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

Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable as the Company has not issued any shares / options to directors / employees under the said regulations during the Financial Year under review;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable as the Company has not issued and listed debt securities during the Financial Year under review
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchanges during the Financial Year under review
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -Not applicable as the Company has not bought back / has proposed to buy-back any of its securities during the Financial Year under review.
- vi. The management has identified and confirmed the following laws as specifically applicable to the Company:-
- a) The Employee's Provident Fund & Miscellaneous Provisions Act, 1952
 - b) The Employees' State Insurance Act, 1948
 - c) The Maternity Benefit Act, 1961
 - d) The Payment of Gratuity Act, 1972
 - e) The Workmen's Compensation Act, 1923
 - f) Payment of Bonus Act,1965

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

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

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

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

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.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with

the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For M. S. Buchasia & Associates
Practising Company Secretaries

Sd/-
Manish Buchasia
Proprietor
COP: 4156, FCS: 5843
UDIN : F005843E000780947

Date: 10/08/2023
Place: Ahmedabad

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

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

Secretarial Audit Report of event date, for the Financial Year 2022-23 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 M. S. Buchasia & Associates
Practising Company Secretaries

Sd/-

Manish Buchasia
Proprietor
COP: 4156, FCS: 5843
UDIN: F005843E000780947
Date: 10/08/2023
Place: Ahmedabad

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 2023, 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, 2023, and its profit/loss, (*changes in equity*) and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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

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

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

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

Management's Responsibility for the Financial Statements

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

cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

- a. Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements

or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) Planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

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

- (e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company have pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

SD/-
CA. Subhashchandra Mandawat
M.No. : 102708

Place: Ahmedabad
Date: 24.05.2023
UDIN: 23102708BGVQOQ8897

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Annexure 'A'

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

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

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

- vii. According to information and explanations given to us and on basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues with the appropriate authorities. The company has demand for the F.Y 2014-15, : 1,15,71,910/- , F.Y 2012-13 : 32,17,610/-, AND F.Y 2015-16 : 1,41,48300/- . against which CIT(A) is pending.
- viii. There is no any such transaction which was not recorded in the books of accounts, and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- x. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- xi. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xii. The company is not a Nidhi Company. Therefore clause (xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. As per company size and nature of its transaction there is no need to apply internal audit systems, hence N.A
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or person

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

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

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

SD/-
CA. Subhashchandra Mandawat
M.No. : 102708

Place: Ahmedabad
Date: 24.05.2023
UDIN: 23102708BGVQOQ8897

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 2023 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.

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

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

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

2. Revaluation of Property, Plant & Equipments

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

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

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

4. Capital Work-in-Progress

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

5. Intangible Assets under Development

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

6. Details of Benami Property held

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

7. Wilful Defaulter

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

8. Relationship with Struck off Companies

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

9. Registration of charges or satisfaction with Registrar of Companies

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

10. Compliance with number of layers of Companies

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

11. Financial Ratios FY 2022-23

SR. No	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.41	0.18	127.77%	-
2	Debt-Equity Ratio	Loans (Liabilities)	Capital Accounts + Net Profit	0.00	0.00	-	-
3	Debt Service Coverage Ratio	Net Operating Income	Interest on Loan + Loan Repayment	0.00	0.00	-	-
4	Return on Equity Ratio	Profit	Equity+Profit	0.011	0.010	103%	-
5	Inventory Turnover Ratio	Inventory	Turnover	0.00	0.00	-	-
6	Trade Receivable Turnover Ratio	Trade Receivable	Turnover	0.00	0.00	-	-

12. Compliance with approved Scheme(s) of Arrangements

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

13. Utilization of Borrowed funds and Share Premium

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

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

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

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

14. Undisclosed Income

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

15. Corporate Social Responsibility

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

16. Details of Crypto Currency or Virtual Currency

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

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 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

SD/-
CA. Subhashchandra Mandawat
M.No. : 102708

Place: Ahmedabad
Date: 24.05.2023
UDIN:23102708BGVQOQ8897

Kretto Syscon Limited formerly known as Ideal Texbuild Limited
Balance Sheet as at 31st March, 2023

in Rs.

Particulars	Note No	March 31, 2023	March 31, 2022
<u>ASSETS</u>			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2	74,17,307	73,01,182
(b) Capital Work-in-Progress		-	-
(c) Intangible Assets		-	-
(d) Financial Assets			
(i) Investments		-	-
(ii) Loans	3	16,36,50,739	16,89,70,230
(iii) Other financial assets		-	-
(e) Other Non-Current Assets	4	45,000	60,000
(2) Current Assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investment		-	-
(ii) Trade Receivables			
(iii) Cash and Cash Equivalents	5	76,163	24,151
(iv) Bank Balances (Other than (iii) above)	5	42,03,227	27,12,547
(v) Loans			
(vi) Other financial assets			
(c) Other Current Assets	6	2,01,487	2,48,105
TOTAL ASSETS		17,55,93,923	17,93,16,215
<u>EQUITY AND LIABILITIES</u>			
EQUITY			
(a) Equity Share Capital	7	15,67,98,114	15,67,98,114
(b) Other Equity	8	78,07,929	60,15,441
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (net)	9	8,812	12,037
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	-	-
(ii) Trade Payables	11	55,02,698	1,11,03,043
(iii) Other financial liabilities			
(b) Other current liabilities		-	-
(c) Provisions	12	48,17,994	47,04,054
(d) Current tax liabilities (Net)	13	6,58,374	6,83,526
TOTAL EQUITY & LIABILITIES		17,55,93,923	17,93,16,215

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

As per our report of even date

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

SD/-
(Subhashchandra K. Mandawat)
Partner
Place :- Ahmedabad
Date :- 24.05.2023
UDIN: 23102708BGVQOQ8897

SD/-
Managing Director
TUSHAR SHAH
(DIN: 01748630)

SD/-
Company Secretary
Manya Anup Khetwani

SD/-
Director
KAPADIA KRUTI
(DIN: 07746940)

SD/-
CFO
KUSH SHAH

Kretto Syscon Limited formerly known as Ideal Texbuild Limited
Statement of Profit & Loss for the year ended 31st March, 2023

Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations	14	-	3,47,68,384.00
Other Income	15	62,81,466.00	67,42,706.00
TOTAL INCOME		62,81,466.00	4,15,11,090.00
EXPENSES			
Purchase of Stock in Trade	16	-	3,53,60,495.00
Employee Benefits Expense	17	16,23,114.00	13,61,450.00
Other Expenses	18	21,26,146.00	23,73,423.00
TOTAL EXPENSES		37,49,260.00	3,90,95,368.00
Profit before tax		25,32,206.00	24,15,722.00
Tax Expense:			
(1) Current Tax		6,58,373.84	6,28,087.74
(2) Deferred Tax		(3,225.31)	1,782.00
Profit for the year		18,77,057	17,85,852.26
OTHER COMPREHENSIVE INCOME			
i. Items that will not be reclassified to profit or loss		-	-
ii. Income tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (net of tax)		-	-
Total Comprehensive Income for the year		18,77,057.47	17,85,852.26
Earning per equity share(Face Value Rs. 10/- each) Basic and Diluted (Rs.)			

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

As per our report of even date

For and on behalf of the Board

For, S. Mandawat & Co.

Chartered Accountant

Firm Reg. No. 118330W

SD/-
Managing Director

TUSHAR SHAH
(DIN: 01748630)

SD/-
Director
KAPADIA KRUTI
(DIN: 07746940)

SD/-
(Subhashchandra K. Mandawat)
Partner
Place :- Ahmedabad
Date :- 24.05.2023
UDIN: 23102708BGVQOQ8897

SD/-
Company Secretary
Manya Anup Khetwan

SD/-
CFO
KUSH SHAH

Kretto Syscon Limited formerly known as Ideal Texbuild Limited					
STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2023					
		For the year ended March 31, 2023		For the year ended March 31, 2022	
A. CASH FLOW FROM OPERATING ACTIVITIES					
	Profit before Tax		25,32,206		24,15,722
	Add :				
	Depreciation and amortisation expenses		45,375		34,188
	Transfer to Reserve		-		-
	Bad debts		-		-
	Appropriations		-84,579		-
	Miscellaneous Expenses amortized				15,000
	Miscellaneous Expenses - incurred				-75,000
	Impairment Allowances for doubtful debts				
			-39,204		-25,812
			24,93,002		23,89,910
	Less:				
	Interest Income		-		-
	Dividend Income from Investments		-		-
	Net gain/(loss) on sale of Current Investments		-		-
	Net gain/(loss) on Fair Valuation of current investments		-		-
	Net gain/(loss) on Foreign Exchange fluctuation and translation		-		-
	Provisions / Liabilities no longer required written back		-		-
	Profit/(Loss) on sale / discard of Fixed Assets (Net)		-		-
	Operating Profit before Working Capital changes		24,93,002		23,89,910
	Less:				
	Increase/(Decrease) in Inventories		-		-
	Increase/(Decrease) in Trade Receivables		-		-
	Increase/(Decrease) in Loans & advances, other financial and non financial assets		53,81,109		-36,03,692
	(Increase)/Decrease in Trade Payables, other financial and non-financial liabilities and provisions		-55,11,557		-1,30,448
			-1,30,448		31,39,326
	Cash generated from Operations		23,62,554		19,25,544
	Less:				
	Direct Taxes paid (Net)		6,58,374		6,28,088
	Net cash flow from Operating activities		17,04,180		12,97,456
B. CASH FLOW FROM INVESTING ACTIVITIES					
	Purchase of Property, Plant and Equipment, Intangible Assets and Fixed Assets sold/discarded		-1,61,500		
	(Purchase)/Sale of Investment (net)		-		-
	Advances and Loans to subsidiaries		-		-
	Interest received		-		-
	Dividend received		-		-
	Investment in bank deposits (having original maturity of more than 3		-		-1,61,500
	Net Cash flow from Investing activities		-1,61,500		-
C. CASH FLOW FROM FINANCING ACTIVITIES					
	Proceeds/(Repayments) from short term borrowings (net)				-2,20,000
	Proceeds/(Redemption / Repayment) of Long Term Debentures/Term Loan		-		-
	Interest and other borrowing cost paid		-		-
	Dividend paid		-		-
	Share Application Money Returned		-		-
	Tax on Dividend		-		-2,20,000
	Net cash flow from Financing activities		-		-2,20,000
	Cash and Cash equivalents (A+B+C)		15,42,680		10,77,456
	Cash and Cash equivalents as at 1st April		27,36,710		16,59,254
	Cash and Cash equivalents as at 31st March (refer note no. 6)		42,79,390		27,36,710
Note :					
	1.	The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'			
Significant Accounting Policies and other accompanying Notes (1 to 20) form an integral part of the Financial Statements As per our report of even date					
For, S. Mandawat & Co. Chartered Accountant Firm Reg. No. 118330W					
			SD/- Managing Director		SD/- Director
			TUSHAR SHAH (DIN: 01748630)		KAPADIA KRUTI (DIN: 07746940)
			SD/- Company Secretary		SD/- CFO
			Manya Anup Khetwani		KUSH SHAH
			SD/- (Subhashchandra K. Mandawat) Partner Place :- Ahmedabad Date :- 24.05.2023 UDIN: 23102708BGVQQ8897		

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Statement of Changes in Equity for the year ended 31st March, 2023

(i) Equity Share Capital

Particulars	In Rs lakh
Balance as at April 1,2021	1,425.44
Changes during the year	142.54
Balance as at March 31,2022	1,567.98
Changes during the year	-
Balance as at March 31,2023	1,567.98

**(ii) Other Equity
As at March 31,2023**

Particulars	Reserves & Surplus				Items of Other Comprehensive Income	Equity Instrument through Other Comprehensive Income	Total
	Capital Reserve	Central State Subsidy	General Reserve	Retained Earnings	Remeasurements of the Defined Benefit Plans		
Balance as at March 31, 2022	-	-	60,15,451	-	-	-	60,15,451
Total comprehensive income for the year	-	-	-	18,77,057	-	-	18,77,057
Transferred from Retained earnings to General Reserve	-	-	18,77,057	-18,77,057	-	-	-
Appropriations for the year	-	-	-84,579	-	-	-	-84,579
Transfer to Retained earning on disposal of Bonus Shares	-	-	-	-	-	-	-
Interim Dividend including tax thereon	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	-	78,07,930	-	-	-	78,07,930

As at March 31, 2022

Balance as at April 1, 2021	-	-	1,84,83,963	-	-	-	1,84,83,963
Total comprehensive income for the year	-	-	-	17,85,852	-	-	17,85,852
Transferred from Retained earnings to General Reserve	-	-	17,85,852	-17,85,852	-	-	-
Appropriations for the year	-	-	-	-	-	-	-
Transfer to Retained earning on disposal of Equity Instruments	-	-	-1,42,54,374	-	-	-	-1,42,54,374
Final Dividend including tax thereon	-	-	-	-	-	-	-
Interim Dividend including tax thereon	-	-	-	-	-	-	-
Balance as at March 31, 2022	-	-	60,15,441	-	-	-	60,15,451

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

As per our report of even date

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

SD/-
(Subhashchandra K. Mandawat)
Partner
Place :- Ahmedabad
Date :- 24.05.2023
UDIN: 23102708BGVQOQ8897

SD/- SD/-
Managing Director Director
TUSHAR SHAH KAPADIA KRUTI (DIN: 01748630)
(DIN: 07746940)

SD/- SD/-
Company Secretary CFO
Manya Anup Khetwani KUSH SHAH

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes: Forming Part of the Financial Statement as at 31st March, 2023

Note:-1

I. CORPORATE INFORMATION

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

II. STATEMENT OF COMPLIANCE :

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

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss for the year ended 31 March 2023, the Statement of Cash Flows for the year ended 31 March 2023 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'Financial Statements')

III. SIGNIFICANT ACCOUNTING POLICIES :

1. BASIS OF ACCOUNTING:

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

2. PLANT, PROPERTY & EQUIPMENT

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

3. REVENUE RECOGNITION

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

4. TAXATION OF INCOME

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

5. Earnings per Share

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

6. INVENTORIES

Inventories are valued at lower of cost or net realisable value.

Costs for the purpose of Raw materials, stores and spares and consumables comprise of the respective purchase costs including non-reimbursable duties and taxes. Cost for carriage, clearing and forwarding are included in inventory proportionately.

7. Provisions, Contingent Liabilities and Contingent Assets

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

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

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

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes forming part of accounts

Note:- 2 Tangible Assets

[Amount in Rs.]

Sr. No.	Particulars	Rate %	GROSS BLOCK (At cost)				DEPRECIATION				NET BLOCK	
			As at 01/04/2022	Additions	Deduction	As at 31/03/2023	Up to 01/04/2022	For the year	Adjustments	Up to 31/03/2023	As at 31/03/2023	As at 31/03/2022
1	Khajuri Pole Assets	-	72 20 000	-	-	72 20 000	-	-	-	-	72 20 000	72 20 000
2	Computer & Printer	39.30%	1 44 000	40 500	-	1 84 500	1 24 451	7 683	-	1 32 134	52 366	19 549
3	Furniture & Fixtures	25.89%	2 04 318	1 21 000	-	3 25 318	1 42 685	37 692	-	1 80 377	1 44 941	61 633
	Total :		75 68 318	1 61 500	-	77 29 818	2 67 136	45 375	-	3 12 511	74 17 307	73 01 182
	Previous Year :		72 20 000	-	-	75 68 318	2 32 948	34 188	-	2 67 136	73 01 182	73 35 370

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes: Forming Part of the Provisional Financial Statement as at 31st March, 2023

Note : 3 Long Term Loans and Advances

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	Secured, Considered Good	-	-
	Unsecured, Considered Good	16,36,50,739	16,89,70,230
	Deposits	-	-
	Total	16,36,50,739	16,89,70,230

Note : 4 Other Non Current Assets

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	Miscellaneous Expenses		
	Opening Balance	60,000	75,000
	Add: Expenses incurred during the year	-	-
	Less: Expenses written off	15,000	15,000
	Total	45,000	60,000

Note : 5 Cash and Cash Equivalents

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
1	Cash on Hand (As certified by Management)	76,163	24,151
2	Balances with Bank in current accounts	42,03,227	27,12,547
	Total	42,79,390	27,36,698

Note : 6 Other Current Assets

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	TDS Receivable		
	TDS Receivable	1,47,019	-
	TDS Receivable current F.Y	-	2,48,105
	GST Receivable	54,468	-
	Total	2,01,487	2,48,105

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes: Forming Part of the Provisional Financial Statement as at 31st March, 2023

Note : 7 Share Capital

Sl. No	Particulars	As at 31.03.2023		As at 31.03.2022	
		No of Shares	Amount in Rs	No of Shares	Amount in Rs
a)	<u>AUTHORISED CAPITAL</u>				
	Equity Shares of Rs. 10/- each.	1,50,00,000	15,00,00,000	1,50,00,000	15,00,00,000
	Add : Increase authorised Shares Capital	10,00,000	1,00,00,000	10,00,000	1,00,00,000
	Total :	1,60,00,000	16,00,00,000	1,60,00,000	16,00,00,000
	Sub Division of Equity Shares Rs.10 to Rs.1/- each	16,00,00,000	16,00,00,000	16,00,00,000	16,00,00,000
	Add : Increase authorised Shares Capital				
		16,00,00,000	16,00,00,000	1,50,00,000	48,00,00,000
b)	<u>ISSUED , SUBSCRIBED & FULLY PAID UP</u>				
	Equity Shares of Rs 10/- Each , Fully paid up				
	Balance at the beginning of the year	15,67,98,114	15,67,98,114	1,42,54,374	14,25,43,740
	Sub Division of Equity Shares Rs.10 to Rs.1/- each	15,67,98,114	15,67,98,114	14,25,43,740	14,25,43,740
	Add : issued Bonus Shares During the year	-	-	1,42,54,374	1,42,54,374
	Balance at the end of the year	15,67,98,114	15,67,98,114	15,67,98,114	15,67,98,114
	Total	15,67,98,114	15,67,98,114	15,67,98,114	15,67,98,114

Rights, Preferences and Restrictions attached to Equity Shares

The Company has only one class of Equity Shares having a par Value of Rs 10 per share. Each Shareholder is eligible for one vote per share held. All Shares have equal rights in respect of distribution of dividend and repayment of capital. No shares have any restrictions in respect of distribution of dividend and repayment of capital.

Shares reserved for issued

No Equity Shares have been reserved for issue under option and contracts/commitments for sale of shares/disinvestment as at Balance Sheet date.

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes: Forming Part of the Provisional Financial Statement as at 31st March, 2023

Note : 8 Reserve & Surplus

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
1	Surplus in Statement of Profit & Loss		
	Balance at the beginning of the year	60,15,451	1,84,83,963
	Add: Profit for the year	18,77,057	17,85,852
		78,92,508	2,02,69,815
	Add: Appropriations	(84,579)	-
	Less : Issued Bonus Shares	-	(1,42,54,374)
	Balance at the end of the year	78,07,929	60,15,441
	Total	78,07,929	60,15,441

Note : 9 Deferred Tax Liability

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	Deferred Tax Liabilities (Opening Balance)		
	Difference of book depreciation and tax depreciation	12,037	10,255
	Deferred Tax Assets/Liability during the year		
		(3,225)	1,782
	Total	8,812	12,037

Note : 10 Long Term Borrowings

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	Unsecured Loan		
		-	-
	Total	-	-

Note : 11 Trade Payables

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	For Goods		
		55,02,698	1,11,03,043
	Total	55,02,698	1,11,03,043

Note : 12 Short Term Provision

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	Other Payables		
1	Provision for Income Tax (Net)	-	-
2	Provision for Expenses	48,17,994	47,04,054
	Total	48,17,994	47,04,054

Note : 13 Current Tax Liability

Sr. No	Particulars	As at 31.03.2023	As at 31.03.2022
		Rs	Rs
	Other Payables		
1	Provision for Income Tax current tax	6,58,374	6,83,526
	Total	6,58,374	6,83,526

14 Revenue from operations

in Rs.

Particulars	For The Year Ended March 31, 2023	For The Year Ended March 31, 2022
Sale of products	-	3,47,68,384.00
TOTAL	-	3,47,68,384.00

15 Other Income

in Rs.

Particulars	For The Year Ended March 31, 2023	For The Year Ended March 31, 2022
Interest Income	62,81,121.00	67,41,798.00
Other Income	345.00	908.00
TOTAL	62,81,466.00	67,42,706.00

16 Cost of Material Consumed

in Rs.

Particulars	For The Year Ended March 31, 2023	For The Year Ended March 31, 2022
Opening Stock (Including Consumables)	-	-
Purchases During the Year		3,53,60,495.00
Less: Closing Stock (Including Consumables)	-	-
TOTAL	-	3,53,60,495.00

17 Employee Benefit Expenses

in Rs.

Particulars	For The Year Ended March 31, 2023	For The Year Ended March 31, 2022
Salaries, Wages and Bonus	15,93,000.00	12,85,000.00
Staff Welfare Expenses	30,114.00	76,450.00
TOTAL	16,23,114.00	13,61,450.00

Other Expenses

in Rs.

Particulars	For The Year Ended March 31, 2023	For The Year Ended March 31, 2022
BSE Expenses	3,54,000.00	5,38,580.00
Bank Charges	1,815.00	1,905.00
CDSL Expenses	95,159.00	3,34,370.00
Computer Expenses	10,224.00	-
Conveyance Expense	1,77,231.00	1,67,785.00
Electrics Expenses	5,000.00	-
Fire Safety Expenses	-	1,65,000.00
Depreciation Expense	45,375.00	34,188.00
Interest Expenses	-	21,240.00
Legal & Professional Expenses	51,000.00	25,000.00
Miscellaneous Expenses	1,46,561.00	57,577.00
Miscellaneous Expenses written off	15,000.00	15,000.00
Municipal Tax	34,783.00	-
NSDL Expenses	53,100.00	2,12,759.00
Office Building Maintenance	55,056.00	-
Office Expenses	3,23,472.00	2,31,441.00
Rent Expenses	4,06,000.00	4,56,000.00
Sales & Promotion Expenses	1,94,532.00	-
Secretaryal Audit Expenses	25,000.00	-
Stationary Expenses	1,02,838.00	69,578.00
Stamp Duty Expenses	-	14,500.00
ROC Fees Expenses	-	1,200.00
Website Expenses	5,000.00	2,300.00
Auditor's Remuneration		
Audit Fees	25,000.00	25,000.00
TOTAL	21,26,146.00	23,73,423.00

Kretto Syscon Limited formerly known as Ideal Texbuild Limited

Notes Forming Part of the Financial Statement as at 31st March, 2023

Note : 19 Earning Per Equity Share (EPS)

	Particulars	As at 31.03.2023	As at 31.03.2022
		Amount in Rs	Amount in Rs
1	<u>Basic EPS</u>		
	a. Net Profit /(Loss) after Tax	18,77,057	17,85,852
		17,85,852	11,88,159
	b. Paid up Equity Capital (Rs. 10 each)	15,67,98,114	15,67,98,114
		(15,67,98,114)	(14,25,43,740)
c. Basic EPS (a*10/b)	0.12	0.11	
	0.11	0.08	
2	<u>Diluted EPS</u>		
	a. Net Profit /(Loss) after Tax per Accounts	18,77,057	17,85,852
		17,85,852	11,88,159
	b. Paid up Equity Capital (Rs. 10 each)	15,67,98,114	15,67,98,114
		(15,67,98,114)	(14,25,43,740)
c. Diluted EPS (a*10/b)	0.12	0.11	
	0.11	0.08	

Note : 20

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

Signature to Note No. 1 to 20

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

For, S. Mandawat & Co.

Chartered Accountant

Firm Reg. No. 118330W

SD/-
Director

SD/-
Director

TUSHAR SHAH
(DIN: 01748630)

KAPADIA KRUTI
(DIN: 07746940)

SD/-

.(Subhashchandra K. Mandawat)

Partner

Place :- Ahmedabad

Date :- 24.05.2023

UDIN: 23102708BGVQOQ8897

SD/-
Company Secretary
Manya Anup
Khetwani

SD/-
CFO
KUSH SHAH

M/s. **KRETTO SYSCON LIMITED**

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR
ENDED 31ST MARCH, 2023

Notes to Balance sheet and Profit & Loss Account

1. **Significant Accounting Policies:-**

i) Basis of Accounting:

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

ii) Fixed Assets and Depreciation:

a) The Fixed Assets stand at their historical cost.

b) Depreciation:

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

iii) INVENTORIES:

There is no Inventories, hence does Not Applicable.

iv) MISCELLANEOUS EXPENSES:

There is no Preliminary Expenditure, hence does not applicable.

V) CONTINGENT LIABILITIES:

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

VI) Taxation:

N.A

M/s. KRETTO SYSCON LIMITED

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2. Deferred Tax
Deferred Tax Income is Rs. 3225.00 and Closing Balance as on 31.03.2023 is Rs.8812.00
3. None of the employees of the Company has crossed the Limits Prescribed u/s. 217 (2A) of the Companies (Particulars of Employees) Amendment Rules, 1988 during the year.
4. (a) Value of Import calculates on CIF basis
- | | Current year | Previous year |
|-----------------------------|--------------|---------------|
| 1. Raw Material | N.A. | (N.A.) |
| 2. Components & Spare Parts | N.A. | (N.A.) |
| 3. Capital Goods | N.A. | (N.A.) |
- (b) Expenditure in Foreign Currency
- | | | |
|--|-----|-----|
| | Nil | Nil |
|--|-----|-----|
- (c) Amount remitted in foreign currency on account of dividend to Non Resident
- | | | |
|--|-----|-----|
| | Nil | Nil |
|--|-----|-----|
5. Auditors Remuneration
- | | As at
2022-23 | As at
2021-2022 |
|---------------|------------------|--------------------|
| a) Audit Fees | 25,000.00 | 25,000.00 |
6. In the opinion of the Board, Current Assets, Loans and Advances have the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business and are subject to confirmation.
7. Additional Information under Schedule III of the Companies Act, 2013: Nil

8. Cash on Hand and Stock value, Sundry Debtors, Sundry Creditors, Provisions and Loans & Advances Balances are subject to Physical Verification due to Covid-19. We relied on management representation.

For & on behalf of the Board
Chartered Accountants

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

SD/-
CA. Subhashchandra Mandawat
M.No. : 102708

Place: Ahmedabad
Date: 24.05.2023

SD/-
Managing Director
Tushar Shah
(DIN: 01748630)

SD/-
Company Secretary
Manya Khetwani

SD/-
Director
Kapadia Kruti
(DIN: 07746940)

SD/-
CFO
Kush Shah

ANNEXURE I**KRETTO SYSCON LIMITED****Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results - (Standalone and Consolidated separately)**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023				
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]			(Amount in Lakhs)	
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	6281466	6281466
	2.	Total Expenditure	3749260	3749260
	3.	Net Profit/(Loss)	1877057	1877057
	4.	Earnings Per Share	0.01	0.01
	5.	Total Assets	175593923	175593923
	6.	Total Liabilities	10987878	10987878
	7.	Net Worth	164606043	164606043
	8.	Any other financial item(s) (as felt appropriate by the management)		
II.	<u>Audit Qualification (each audit qualification separately):</u>			
	a.	Details of Audit Qualification: N.A		
	b.	Type of Audit Qualification : N.A		
	c.	Frequency of qualification: N.A		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:		
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor: N.A		
	(i)	Management's estimation on the impact of audit qualification:		
	(ii)	If management is unable to estimate the impact, reasons for the same:		
	(iii)	Auditors' Comments on (i) or (ii) above:		
III.	<u>Signatories:</u>			
		• CEO/Managing Director: TUSHAR SHAH (DIN:01748630)		S/D
		• Audit Committee Chairman: RAJESH MODI (DIN: 09161222)		S/D
		• Statutory Auditor: SUBHASH K MANDAWAT (S. MANDAWAT&CO.) (M. No: 102708) (F.R.No: 118330W)		S/D
	Place: 24/05/2023			
	Date: Ahmedabad			

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the Annual General Meeting of the Company on Thursday, 28th day of September, 2023 at 2:00 P.M. at A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR ISCON TEMPLE CROSS ROAD, S.G HIGHWAY AHMEDABAD GJ 380054.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report for 2023 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2023 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L70100GJ1994PLC023061

Name of the Company: KRETTO SYSCON LIMITED

Registered office: A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR ISCON TEMPLE CROSS ROAD, S.G HIGHWAY AHMEDABA 380054

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company on Thursday, 28th day of September, 2023 at 2.00 P.M at A-401, SANKALP ICONIC, OPP. VIKRAM NAGAR ISCON TEMPLE CROSS ROAD, S.G HIGHWAY AHMEDABAD 380054 Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1	To Adoption of the Audited Profit and Loss Account And Balance sheet for the year ended 31 st March, 2023		
2	Adoption of Memorandum of Association as per Companies Act, 2013		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2023

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix Revenue Stamp not less than Re.0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.