

FRUITION VENTURE LIMITED

2025 ANNUAL REPORT

Navigating Success and Growth

Contact Us :



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CORPORATE INFORMATION**Board of Directors and Key Managerial Personnel**

Mr. Nitin Aggarwal	Managing Director
Mr. Krishan Kumar Aggarwal	Non-Executive Director
Mrs. Shefali Kesarwani	Independent Director
Mr. Amit Singh Tomar	Independent Director
Mr. Jitender Kumar	Chief Financial Officer
Mr. Arihant Sukhlecha	Company Secretary & Compliance Officer

COMMITTEES**Audit Committee**

Amit Singh Tomar (Chairman)
 Shefali Kesarwani (Member)
 Nitin Aggarwal (Member)

Nomination and Remuneration Committee

Amit Singh Tomar (Chairman)
 Shefali Kesarwani (Member)
 Krishan Kumar Aggarwal (Member)

Stakeholder Relationship Committee

Krishan Kumar Aggarwal (Chairman)
 Amit Singh Tomar (Member)
 Shefali Kesarwani (Member)

BANKERS**HDFC Bank**

G-14, Kirti Nagar Extension,
 Delhi 110015

AU Small Finance Bank

B-15, Derawal Nagar,
 New Delhi 110009

Bank of Baroda

Rajendra Place, Delhi 110008

Kotak Mahindra Bank

1/11, East Patel Nagar,
 New Delhi 110008

AUDITORS**Statutory Auditor**

M/s Sunil K Gupta &
 Associates
 Chartered Accountants

Internal Auditor

Ms. Pooja Mittal
 Chartered Accountant

Secretarial Auditor

M/s Jinu Jain
 Company Secretaries

REGISTERED OFFICE	REGISTRAR & SHARE TRANSFER AGENTS
Fruition Venture Limited 1301, Padma Tower-1 Rajendra Place, New Delhi-110008 Email: cs@fruitionventure.com Tel: 011-25710171 Website: www.fruitionventure.com Fax: 011-45084858	RCMC Share Registry Private Limited B-25/1, 1st Floor, Phase-2, Okhla Industrial Area, New Delhi-110020 Email: investor.services@rcmcdelhi.com Tel: 0120-4015880 Website: www.rcmcdelhi.com Fax: 0120-2444346

EQUITY SHARES LISTING

Bombay Stock Exchange Limited
(BSE Limited)
Security Code: 538568

MESSAGE FROM THE DESK OF MANAGING DIRECTOR

Dear Shareholders,

It gives me great pleasure to present to you the 31st Annual Report of your Company for the financial year ended 31st March, 2025. It is both a privilege and an honour to address you as the Managing Director, representing the collective vision and commitment of our Board and leadership team.

At the outset, I would like to extend my sincere appreciation for your continued trust, encouragement, and confidence in the Company. Your unwavering support has been the cornerstone of our progress and resilience through the years.

As you are aware that after years of consistent performance in the trading sector, your Company has taken a significant step forward — by diversifying into the manufacturing industry and marketing of consumer goods in the previous year.

It gives us immense satisfaction to share that our newly ventured business in manufacturing as well as marketing of consumer goods, launched just a year ago, has shown encouraging and steady progress. Over the past twelve months, we have focused on building a strong operational foundation, enhancing our capabilities, and aligning our resources to meet market requirements effectively.

While the journey has only just begun, the results so far reflect our team's dedication, strategic approach, and the confidence that our stakeholders have placed in us. We are pleased to inform you that the business is on a healthy growth trajectory, supported by positive customer response and promising industry prospects.

Looking ahead, management is confident about the long-term potential of this business. With continued innovation, process improvements, and a focus on quality and customer satisfaction, we are committed to scaling new heights and delivering sustainable value to all our stakeholders.

On behalf of the Board of Directors, I would like to thank every member of the Fruition Venture team, our valued customers, partners, and all stakeholders for their dedication, trust, and partnership. We look forward to your continued support as we step into this promising new phase.

**With warm regards,
Nitin Aggarwal
Managing Director**

OVERVIEW OF COMPANY

Your Company is a forward-thinking, multi-disciplinary enterprise with a robust foundation in trading activities and a strategically expanding footprint in the manufacturing sector. Over the years, we have established a reputation for integrity, performance excellence, and client-centric service delivery.

In line with our diversification strategy and in response to evolving market opportunities, the Company has recently ventured into manufacturing and the marketing of consumer goods. Our manufacturing division is equipped with state-of-the-art machinery, cutting-edge technology, and a team of skilled professionals committed to precision and excellence. We specialize in the production of high-quality plastic components, catering to critical sectors such as automotive, electronics, consumer goods, and packaging. By embedding quality, innovation, and sustainability at the core of our operations, we seek to deliver reliable, scalable, and value-driven solutions that align with client specifications and industry best practices.

Looking forward, our vision is to be recognized as a diversified, future-ready organization that leverages innovation, operational discipline, and strategic foresight to create long-term value. Whether through our marketing business or our manufacturing initiatives, we remain committed to upholding the highest standards of governance, fostering enduring relationships with stakeholders, and positioning the Company for sustainable growth in a dynamic business environment.

NOTICE

Notice is hereby given that the Thirty-First Annual General Meeting of the Members of the Fruition Venture Limited ('the company') will be held on Sunday, 28th September, 2025 at 03:00 p.m. through video conferencing (VC)/other audio -visual means ("OVAM") to transact the following business.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Financial Statements for the year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.**
2. **To appoint Director in place of Mr. Krishan Kumar Aggarwal (DIN: 02452405), who retires by rotation and, being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **To approve the appointment of the secretarial auditors of the company for a first term of five years.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of The Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 ("the Act") Regulation 24A of SEBI (LODR), 2015 and other rules and regulations prescribed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), and any other applicable provisions and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Ms. Jinu Jain, Company Secretaries (Membership No: 9058, COP: 10379 & Peer Review No.015191) as the Secretarial Auditors of the Company for the first term of 5 (Five) consecutive years commencing from FY 2025-26 to FY 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters. and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

4. To provide loans, investments, guarantee or security pursuant to the section 185 of Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of the Section 185 and such all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, (in which any director is deemed to be interested) upto an aggregate sum of **Rs.2,50,00,000/- (Rupees Two Crore Fifty Lakhs Only)** as per the details provided in table below in their absolute discretion, deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities. The transactions or contracts provided in the below table, on such terms and conditions as the Board of Directors may deem fit.

Sr.No.	Interested Companies	Amount
1	MINDEX FINCAP PRIVATE LIMITED	2.5 Crores

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

5. To amend limit for making investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, give any loan to any person(s) or other body corporate(s); give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and acquire

by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time Rs. 2,50,00,000 (Rupees Two Crores and Fifty Lakhs Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

6. To enter into related party transactions pursuant to the Section 188 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and parties mentioned below on such terms and conditions as may be mutually agreed in the Financial Year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business:

Sl. No	Nature of Transactions as per section 188 of the Companies Act, 2013	Up to Amount	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party
1.	Sale, Purchase of Stocks & Securities- 188(1)(a)	50 Crore	Mr. Nitin Aggarwal & Mr. Krishan Kumar Aggarwal, Directors and shareholders of the company are Directors & Members of Mindex Capital Market Private Limited	Mindex Capital Market Private Limited
2.	Availing or rendering of any services-188(1)(d)	2 Crore		
3.	Availing or rendering of any services- (Payment of Rent) 188(1)(d)	10 Lakh		
4.	Availing or rendering of any services- (Reimbursement of expenses)- 188(1)(d)	25 Lakh	Mr. Krishan Kumar Aggarwal, Director of the Company is partner in KPSP & Associates, Chartered Accountants	KPSP & Associates, Chartered Accountants
5.	Availing or rendering of any services- (Payment of Interest)- 188(1)(d)	25 Lakh	Mr. Nitin Aggarwal & Mr. Krishan Kumar Aggarwal, Directors and shareholders of the company are Directors & Members of Mindex Fincap Private Limited	Mindex Fincap Private Limited

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

7. ISSUANCE OF UPTO 25,00,000 WARRANTS (EQUITY CONVERTIBLE WARRANTS) PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE PROMOTER & NON-PROMOTER CATEGORY:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Promoter & Non-Promoter category (hereinafter referred to as the “Proposed Allottee”) on preferential basis up to 25,00,000 (Twenty Five Lakhs) Warrants (“Equity Convertible Warrants”) fully convertible warrants (“Warrants”), each convertible into in to Equity Shares of the Company, to the person as described

below, at an option of the Proposed Warrant Allottee, in one or more tranches, one Equity Share of face value of Rs. 10/- (Indian Rupees Ten only) each, for cash at an issue price of Rs. 20/- (Indian Rupees Twenty only) per Warrant (including a premium of Rs. 10/- per Warrant) which is the price determined by obtaining the Valuation Report by Independent Registered Valuer by the Board in accordance with the pricing guidelines prescribed under Regulation 165 of the SEBI ICDR Regulations ("Warrant Issue Price"), and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws:

Sr. No.	Name of the proposed Warrants Allottee(s)	Maximum No. of Warrants to be allotted	Allottee(s) is QIB/MF/FI/Trust/Bank
PROMOTER GROUP			
1	Krishan Kumar Aggarwal	6,00,000	Not Applicable
2	Nitin Aggarwal	6,00,000	Not Applicable
3	Aayush Aggarwal	50,000	Not Applicable
NON-PROMOTER GROUP			
4	Lalit Garg	50,000	Not Applicable
5	Kusum Garg	50,000	Not Applicable
6	Ganesh Mal Jangir	50,000	Not Applicable
7	Hrishikesh Jagnir	50,000	Not Applicable
8	Chhatra Singh Baid	50,000	Not Applicable
9	Priyanka Chopra	50,000	Not Applicable
10	Saurabh Kalia	50,000	Not Applicable
11	Sameer Chaudhary	50,000	Not Applicable
12	Prerna Jindal	1,50,000	Not Applicable
13	Pushpa Jindal	2,00,000	Not Applicable
14	Tarun Jindal	1,50,000	Not Applicable
15	Neha Kalia	50,000	Not Applicable
16	Gaurav Baid	50,000	Not Applicable
17	Raju Devi Baid	50,000	Not Applicable
18	Supriya Baid	50,000	Not Applicable
19	Manish Uppal	50,000	Not Applicable
20	Nisha Uppal	50,000	Not Applicable
21	Nitin Goel	50,000	Not Applicable
	Total	25,00,000	

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be Friday, August 29, 2025, being the date 30 (thirty) days prior to the date of Annual General Meeting i.e. September 28, 2025 to approve this offer.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- b) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants conversion in to equity shares.
- c) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the "Warrant Exercise Period").
- d) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.
- e) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- f) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- g) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.

- h) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.
- i) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.
- j) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- k) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- l) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company ("Exercise Notice") not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.
- m) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.
- n) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted;

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- (Indian Rupees Ten only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any changes/ modifications in the name of the Proposed Warrant Allottee(s)/size of the issue as may be required by the Company and Stock Exchanges involved in such issues as may be required to execute this resolution.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Warrant Allottee(s) in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Warrant Allottee(s) in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate received from Ms. Jinu Jain (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottee(s).

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. National Securities Depository Limited ("NSDL") & Central Depository Services (India) Limited ("CDSL"), and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Nitin Aggarwal, Managing Director and /or, Mr. Arihant Sukhlecha, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications, approvals with the Bombay Stock Exchange (BSE), Registrar of Companies (ROC), National Securities Depository Limited ("NSDL") & Central Depository Services (India) Limited ("CDSL") and any other appropriate authorities for obtaining requisite approvals for the issuance of the Warrants or allotment of the Equity shares upon the conversion of Warrants, as may be required, issuing clarifications on the issue and allotment of the Warrants or allotment of the Equity shares upon the

conversion of Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Warrants or Equity Shares on conversion of Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**For and on Behalf of the Board of Directors
Fruition Venture Limited**

**Nitin Aggarwal
Managing Director
DIN-01616151**

**Date: 29.08.2025
Place: Delhi**

NOTES:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 31st Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL"), for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the AGM through login credentials provided to them for this purpose. Physical attendance of the Members at the AGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
 - c. However, Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.

Further, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.

6. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed to this Notice.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.fruitionventure.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.cdslindia.com.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
9. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business of the Notice is annexed hereto, wherever required.
10. All documents referred to in the Notice will be available for inspection electronically and as such the Members are requested to send an email to cs@fruitionventure.com up to date of the AGM.
11. The register of members and transfer books of the Company shall remain closed from <<September 22, 2025>> to <<September 28, 2025>> (both days inclusive) for the purpose of Annual General Meeting.
12. Any query relating to accounts or any other items of business set out in the agenda of the meeting must be sent to the Company's email cs@fruitionventure.com.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrars & Transfer Agents, RCMC Share Registry Private Limited.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars & Transfer Agents, RCMC Share Registry Private Limited for consolidation into a single folio.
15. Members are requested to:
 - Intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and holding shares in physical form are requested to advise any change of address immediately to the Company's Registrars & Transfer Agents, RCMC Share Registry Private Limited

-Communicate on all matters pertaining to their shareholdings with the Company or Registrars & Transfer Agents, RCMC Share Registry Private Limited quoting their respective Ledger Folio Numbers, Client ID and DP ID.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
17. Members who have not registered their contact no. and e-mail addresses, so far, are requested to register their contact no. and e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s RCMC Share Registry Private Limited by sending an e-mail to investor.services@rcmdelhi.com along with details like Name, Folio No., Scanned Certificate, ID Proof etc.
18. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/ reappointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the Rules there under.
19. The Board of Directors of the Company has appointed Ms. Jinu Jain, Practicing Company Secretary (FCS-9058 | CP: 10379), as Scrutinizer to scrutinize the Remote e-Voting & e-Voting during the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
20. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off/record date.

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

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

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

(i) The voting period begins on 25th September, 2025 at 9:00 A.M. (IST) to 27th September, 2025 at 5:00 P.M. (IST) 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 21st September, 2025 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 Easy / 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

	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</p>

	remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

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

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) 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; (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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@fruitionventure.com/RTA email id investor.services@rcmcdelhi.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3:**

Pursuant to the provision of Section 204 and other applicable provisions of the Companies Act, 2013 ("The Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Further, SEBI vide notification dated December 12, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations"). Furthermore, the amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/ CIR/P/2024/185 dated December 31, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, subject to the approval of shareholders.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on Saturday, August 29, 2025, has approved the appointment and remuneration of Ms. Jinu Jain, Company Secretaries (Membership No: 9058, COP: 10379) as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from financial year 2025-26 to financial year 2029-30. The appointment of the Secretarial Auditor is however subject to the approval of the Members in the Annual General Meeting.

Furthermore, in terms of the amended regulations, Ms. Jinu Jain has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate vide peer review certificate no 015191. She has also consented to and confirmed her acceptance of the proposed appointment. The said appointment is within the limits prescribed by the Institute of Company Secretaries of India. Additionally, she has confirmed that she is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013 the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, the Listing Regulations and the applicable circulars.

The explanatory statement provided is in accordance with Regulation 36(5) of the SEBI Listing Regulations.

ITEM NO 4:

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by the Companies for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

The details are as follows:

Sr. No	Name of the Company	Amount
01	MINDEX FINCAP PRIVATE LIMITED	2.5 Crores

In case of any subsidiaries / joint ventures incorporated in future, the Board of Directors may grant loan or give guarantee or provide security within the aggregate amount of Rs. 2.5 Crores, to such entities subject to the approval of the Audit Committee. The Board proposes the Resolution at Item No. 3 of the notice for approval of the Shareholders by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

ITEM NO. 5:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for: - making loans to any person or other bodies corporate; giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:

1. 60% of the paid-up share capital and free reserves and securities premium account; or
2. 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members, is being sought for enhancing the limit up to an aggregate sum of Rs. 2.5 Crores.

No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.

The Board recommends passing the Special Resolution for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

ITEM NO: 6

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the aforesaid mentioned regulatory changes the Resolutions No. 4 to 7 are placed for approval by the Members.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed transactions of the Company pursuant to the SEBI circular no. SEBI/HO/CFD/CFD- PoD-2/P/CIR/2025/93 dated June 26, 2025, are as follows:

SR	Description	Mindex Capital Market Private Limited	KPSP & Associates, Chartered Accountants	Mindex Fincap Private Limited
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	A private limited company where Mr. Nitin Aggarwal and Mr. Krishan Aggarwal, Managing Director and Director of the	Mr. Krishan Kumar Aggarwal, Director of the Company is partner in KPSP & Associates, Chartered Accountants, and consequently, a	Mr. Nitin Aggarwal & Mr. Krishan Kumar Aggarwal, Managing Director and Director of the Company respectively are

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		company respectively are Member and Director in the Company and consequently, a related party of the FVL	related party of the FVL	Directors & Members of Mindex Fincap Private Limited, and consequently, a related party of the FVL
b	Name of the director or key managerial personnel who is related, if any, and nature of relationship	Mr. Nitin Aggarwal and Mr. Krishan Aggarwal, Managing Director and Director of the company respectively are Member and Director in the Company	Mr. Krishan Kumar Aggarwal, Director of the Company is partner in KPSP	Mr. Nitin Aggarwal and Mr. Krishan Aggarwal, Managing Director and Director of the company respectively are Member and Director in the Company
c	Nature, material terms, monetary value and particulars of contracts or arrangement	Sale, Purchase of Stocks & Securities, Availing or rendering of any services (Payment of Rent), any transfer of resources, services, investments or obligations to meet its objectives/ requirements	Availing or rendering of any services (Reimbursement of expenses), any transfer of resources, services, investments or obligations to meet its objectives/ requirements	Availing or rendering of any services (Payment of Interest), any transfer of resources, services, investments or obligations to meet its objectives/ requirements
d	Material terms	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.		
e	Tenure of the Transaction	FY 2025-26	FY 2025-26	FY 2025-26
f	Value of the proposed Transaction	Up to 50 Crores for sale/purchase of stocks and securities, up to 2 Crores for Availing or rendering of any services and up to 10 Lakhs for payment of Rent.	Up to 25 lakhs	Up to 25 Lakhs
g	Interest rate	Not Applicable	Not Applicable	Not Applicable
h	Repayment Terms	Not Applicable	Not Applicable	Not Applicable
i	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	<ul style="list-style-type: none"> Approx 1378.09% for sale/purchase of stocks and securities Approx 55.12% rendering of any services for 	Approx 6.89%	Approx 6.89%

		• Approx 2.77% For Rent Payment		
j	Justification as to why the RPT is in the interest of the listed entity	The proposed Related Party Transaction is being undertaken in the ordinary course of business and on an arm's length basis, as it is necessary for ensuring operational efficiency, cost optimization, and business continuity. The arrangement will provide strategic and commercial benefits without adversely impacting the interests of the Company or its minority shareholders, and is fully compliant with applicable laws and regulations.		
k	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity	No		
l	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable		
m	Purpose	The purpose of entering into the Related Party Transaction is to leverage the expertise, resources, and infrastructure of the related party to support the Company's business requirements, improve operational efficiency, and create long-term value for stakeholders while ensuring compliance with applicable laws.		
n	Any other information that may be relevant	None		

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Nitin Aggarwal and Mr. Krishan Kumar Aggarwal are in any way concerned or interested in passing of resolution.

ITEM NO: 7

The Company needs to raise additional funds to meet its growth requirements and for general corporate purposes. The Board of Directors in its meeting dated August 29, 2025 had, subject to the approval of the members and other concern authorities, approved the issuance of Convertible Equity Warrants up to 25,00,000 (Twenty Five Lakh) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid - up equity share of the Company having face value of Rs.10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.20/- (Rupees Twenty only), aggregating up to

FRUITION VENTURE LIMITED

Rs.5,00,00,000 (Rupees Five Crores Only) ("Total Issue Size") on a preferential basis to the Promoter/ Promoter Group and certain other identified persons / entity ("Warrant Holder(s)" / "Proposed Allottee (s)", on preferential basis.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 and other applicable regulations of the SEBI (ICDR) Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item no.2 of this Notice.

The details of the Warrant issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

Sr. No	Particulars	Remark
1.	Particulars of the offer including the date of passing of the Board resolution:	The Board, pursuant to its resolution dated August 29, 2025 has approved the proposed preferential issue of upto 25,00,000 (Twenty-Five Lakh) convertible equity warrants pursuant to the provisions of section 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations")
2.	Maximum number of specified securities to be issued	Up to 25,00,000 (Twenty Five Lakh) convertible equity warrants, convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of Rs.10/- (Rupee Ten each only) ("Equity Share") each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs.20/- (Rupees Twenty only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs.5,00,00,000 (Rupees Five Crore Only) ("Total Issue Size"), out of which 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant ("Warrant Subscription Price") and 75% (seventy five per cent) of the Warrant Issue Price ("Warrant

		Exercise Price”) shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.
3.	Objects of the Preferential Issue and aggregate amount proposed to be raised	To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in subsidiaries, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, acquisition of business by making Investment or acquisition of stake in entities/companies for further expansion and diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital, and other general corporate purposes] by way of fresh issue of Warrants for cash.
4.	Relevant date	The Relevant date is 29 th August, 2025 (“Relevant Date”) (i.e. 30 days prior to the date of proposed Annual General Meeting which is 28 th September, 2025), to determine the price of equity share pursuant to the proposed preferential issue as per SEBI (ICDR) Regulations.
5.	Basis on which the price has been arrived at and justification for the price (including premium, if any)	<p>Report of independent registered valuer:</p> <p>The Valuation was performed by Mr. Bhavesh M Rathod a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101</p> <p>Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066</p> <p>www.fruitionventure.com</p>

		<p>The Equity share of the Company is listed on BSE Limited, the share is not frequently traded and thus the price is determined as per Regulation 165 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018.</p> <p>In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs.20 (Rupees Twenty only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.</p>
6.	Lock-in period	<p>The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.</p> <p>The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.</p>
7.	Undertaking as to re-computation of price and lock-in of specified securities	<p>The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.</p>
8.	Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or	<p>The Convertible Equity Warrant shall be issued to Mr. Krishan Kumar Aggarwal and Mr. Nitin Aggarwal, who are Promoters of the Company and Mr. Aayush Aggarwal who is son of Mr. Krishan Kumar Aggarwal.</p>

	separately in furtherance of the objects.	They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above Promoters, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above
9.	Timeframe within which the allotment shall be completed	As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.
10.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and I or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue	There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the proposed allottees, pre and post preferential issue is given as Annexure-A .
11.	Change in control, if any in the Company that would occur consequent to the preferential offer	Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.
12.	Number of persons to whom allotment on preferential basis has already been made during the year, in terms of	No preferential allotment has been made to any person during the year during financial year.

	number of securities as well as price	
13.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	None
14.	Equity Shareholding Pattern before and after the Preferential Issue	Equity Shareholding Pattern before and after the Preferential Issue is enclosed as Annexure- B
15.	Listing, Pari Passu	The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.
16.	SEBI Takeover code	In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.
17.	Practicing Company Secretary Certificate	A certificate from Ms. Jinu Jain, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website: www.fruitionventure.com
18.	Other disclosures/undertaking	
	<p>. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.</p> <p>i. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.</p> <p>ii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;</p> <p>iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may</p>	

	<p>be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;</p> <p>v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.</p> <p>vi. The Company is in compliance with the conditions for continuous listing;</p> <p>vii. Since the Equity Shares infrequently traded on the recognized stock exchanges prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;</p> <p>viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date;</p> <p>x. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.</p> <p>x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.</p>
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None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Krishan Kumar Aggarwal and Mr. Nitin Aggarwal is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 7 to be approved by Special Resolution of the Members.

Annexure- A

Sr . N o.	Name of the proposed Warrants Allottee(s)	Name of Ultimate Beneficia l Owner	Current Status	Pre-Holding*		No. of Warrants to be allotted	Post Holding**		Post Issue Status
				Shareholdin g	%		Shareholdin g	%	
PROMOTERS									
1	Krishan Kumar Aggarwal	NA	Promoter	14,63,581	36.59	6,00,000	20,63,581	31.75	Promoter
2	Nitin Aggarwal	NA	Promoter	5,70,490	14.26	6,00,000	11,70,490	18.01	Promoter
3	Aayush Aggarwal	NA	Promoter	0	0	50,000	50,000	0.77	Promoter
NON-PROMOTERS									
4	Lalit Garg	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
5	Kusum Garg	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
6	Ganesh Mal Jangir	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
7	Hrishikesh Jagnir	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
8	Chhatra Singh Baid	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
9	Priyanka Chopra	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
10	Saurabh Kalia	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
11	Sameer Chaudhary	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
12	Prerna Jindal	NA	Non-Promoter	0	0	1,50,000	1,50,000	2.31	Non-Promoter
13	Pushpa Jindal	NA	Non-Promoter	0	0	2,00,000	2,00,000	3.08	Non-Promoter
14	Tarun Jindal	NA	Non-Promoter	0	0	1,50,000	1,50,000	2.31	Non-Promoter
15	Neha Kalia	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
16	Gaurav Baid	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
17	Raju Devi Baid	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
18	Supriya Baid	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
19	Manish Uppal	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
20	Nisha Uppal	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
21	Nitin Goel	NA	Non-Promoter	0	0	50,000	50,000	0.77	Non-Promoter
TOTAL						2,50,000	2,50,000		

*The pre-issue shareholding pattern is as on 29th August, 2025

Annexure- B

Sr. No.	Particulars	Pre-issue shareholding*		Post issue shareholding (assuming conversion of full warrants into Equity)	
		Shareholding	%	Shareholding	%
A	Promoter / Promoter Group Shareholding				
	Individual	20,34,071	50.85	32,84,071	50.52
	Body Corporate	0	0	0	0
B	Non Promoter shareholding				
	Institutional				
	Non-institutions				
	Individuals	15,06,074	37.65	27,56,074	42.40
	Body Corporate	4,54,937	11.37	4,54,937	7.00
	Others (Including NRI)	4,918	0.13	4,918	0.07
	Total (A)+(B)	40,00,000	100.00	65,00,000	100.00

**For and on Behalf of the Board of Directors
For Fruition Venture Limited**

**Nitin Aggarwal
Managing Director
DIN-01616151**

**Date: 29.08.2025
Place: Delhi**

DIRECTORS' REPORT

**To,
The Members,
Fruition Venture Limited**

Your directors have pleasure in presenting the 31st Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2025.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

Particulars	(Amount in lakhs)	
	Financial Year ended 31st March, 2025	Financial Year ended 31st March, 2024
Net Sales /Income from Business Operations	362.82	16.08
Other Income	1.04	13.83
Total Revenue	363.86	29.90
Less:-Expense	378.79	52.89
Profit before Tax	-14.93	-22.99
Net Profit after Tax	-21.92	-35.83
Other Comprehensive Income	-11.96	6.01
Net Profit for the year	-33.88	-29.82
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	-33.88	-29.82

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

• Company performance-

During the year ended 31st March, 2025 under review the total revenue of the Company was Rs. 363.86 Lakh as against Rs. 29.90 Lakh for year ended 31st March, 2024. The Company having a net loss of Rs. 33.88 Lakh for the year ended 31st March, 2025 against a loss of Rs. 29.82 Lakh for year ended 31st March, 2024.

• State of company affairs-

The Company is engaged in the business of trading and manufacturing of commodities. The company is having its manufacturing unit consisting of injection moulding machines for manufacturing of plastic products. The company is in the process of setting up a manufacturing facility at Khushkhera Industrial Area, Bhiwadi, Rajasthan. Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report attached to this report.

Your Management is putting in their best efforts to improve the performance of the Company. The Company is performing well and therefore future prospects looks

bright and, in the years, to come, the Company will strive to achieve the projected profitability and increase its scale of operation.

• Material changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report

There has been no material changes and commitments which affects the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

3. SEGMENT PERFORMANCE

The company's operations are integrated, and therefore, it does not present separate reportable segments.

4. DIVIDEND

In light of the current economic conditions and the company's cash requirements, the Board of Directors has chosen not to recommend a dividend for the financial year ending March 31, 2025.

5. RESERVES

During the year, the Board has not transferred any amount to the Reserves of the Company.

6. CHANGE IN NATURE OF BUSINESS, IF ANY

During the financial year under review, there were no change(s) in the nature of the business carried out by the Company. The Company carried out the same business mentioned in the memorandum of association of the Company.

7. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES, THEIR HIGHLIGHTS OF PERFORMANCE AND THEIR CONTRIBUTION TO OVERALL PERFORMANCE OF THE COMPANY

The Company has no subsidiaries and no associate companies within the meaning of Section 2(87) and 2(6) respectively of the Companies Act, 2013 ("Act") as on March 31, 2025. The Company has not entered into any joint venture during the year.

8. SHARE CAPITAL AND LISTING

The Authorized Share Capital of the company was RS. 10,00,00,000 (RS. Ten Crores Only) and Paid-up Capital was RS. 4,00,00,000 (Rs. Four Crores Only) as on 31st March, 2025, which is fully listed over Bombay Stock Exchange (BSE).

During the period under review, the company has increased its Authorised Capital from Rs. 4,00,00,000 (Rs. Four Crore only) to Rs. 10,00,00,000 (Rs. Ten Crore only) by creation of 60,00,000 (Sixty lakhs only) Equity Shares of Rs 10 each vide resolution passed in the 30th Annual general Meeting held on 30th September, 2024.

9. WEB-LINK FOR ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Annual Return is available on the website of the Company at www.fruitionventure.com. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

10. CONSOLIDATED FINANCIAL STATEMENTS

The requirement to present Consolidated Financial Statements is not applicable during the period under review. The company operates as a single entity, and there are no subsidiaries or associated entities that necessitate the consolidation of financial statements in accordance with the relevant accounting standards.

11. REVISION IN FINANCIAL STATEMENTS

In terms of section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of section 129 or section 134 of the act and that no revision has been made during any of the three preceding Financial Years.

12. DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet. However, company is having unsecured loan from Directors of the company for which proper declaration has been furnished by them as required under Rule 2(viii) of the Companies (Acceptance of Deposits) Rules, 2014 during the period under review.

13. MATERIAL CHANGES AND COMMITMENTS

No material changes have occurred subsequent to the close of the financial year of the Company to which the Balance Sheet relates and the date of the report.

14. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm 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) Company has 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) Company has 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) Company has prepared the annual accounts on a going concern basis;
- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. THE COMPOSITION OF BOARD OF DIRECTORS AND KMP OF THE COMPANY AS ON MARCH 31, 2025 IS AS FOLLOWS

Sr. No.	Name of Director	DIN/PAN	Date of Appointment	Designation
1	Krishan Kumar Aggarwal	02452405	December 19, 2022	Director
2	Nitin Aggarwal	01616151	May 12, 2023	Managing Director
3	Shefali Kesarwani	10259458	September 25, 2023	Independent Director
4	Amit Singh Tomar	10063772	September 25, 2023	Independent Director
5	Jitender Kumar	AWBPK7952 Q	May 30, 2023	Chief Financial Officer
6	Arihant Sukhlecha	DIRPS7998D	November 27, 2023	Company Secretary

17. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the period under review, there were no changes in the Board of Director and Key Managerial Personnel, except, Mr. Nitin Aggarwal (DIN: 01616151), who retired by rotation, have been re-appointed in the 30th Annual General Meeting held on 30th September, 2024.

18. NUMBER OF BOARD MEETINGS

For the financial year in review, the Board of Directors had 6 (Six) Board Meetings which were in compliance with the relevant provisions of all the applicable laws and rules. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Secretarial Standards-I. The dates of the Board Meetings were: 17th April, 2024, 29th May, 2024, 13th August, 2024, 02nd September, 2024, 14th November, 2024 and 12th February, 2025.

Name of Director	Meeting held during tenure	Meeting attended during tenure	Attendance at the last AGM held on 30th September, 2024
Krishan Kumar Aggarwal	6	6	Yes
Nitin Aggarwal	6	6	Yes
Shefali Kesarwani	6	6	Yes
Amit Singh Tomar	6	6	Yes

19. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

Pursuant to provisions of Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act and under Regulation 16 and 25 of SEBI Listing Regulations, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of Independence and there has been no change in the circumstances affecting their status as Independent Director of the Company.

The Company has also received a declaration from all the Independent Directors that they have registered their names in the Independent Director data bank and pass/ exempt requisite proficiency test conducted by Ministry of Corporate Affairs.

After undertaking a due assessment of their disclosures, in the opinion of the Board of Directors, all the Independent Directors fulfilled the requirements of the Companies Act, 2013 and the Listing Regulations and were Independent of the management of the Company.

20. DISCLOSURE OF DECLARATION FOR DISQUALIFICATIONS BY DIRECTORS

During the year declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

21. SEPARATE MEETING OF INDEPENDENT DIRECTORS

As mandated by Clause VII of Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors was held on 14th November, 2024. The Independent Directors in the said meeting has reviewed the performance of Non-Independent directors and Board as a whole including the performance of the Chairperson of the company after accounting the views of executive directors and non-executive directors and also assessed the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties. The Composition of Independent Directors Committee on 31st March, 2025 was as follows:

Sr. No.	Name of the Members	Nature of Membership	No. of Meetings Attended/Eligible to attend
1	Amit Singh Tomar	Chairman	1/1
2	Shefali Kesarwani	Member	1/1

22. PERFORMANCE EVALUATION & NOMINATION AND REMUNERATION POLICY

Pursuant to section 134(3)(p) of Companies Act 2013 and rule 8(4) of Companies (Accounts) Rules, 2014 and clause 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of its Committees as per the criteria laid down in the Nomination, Remuneration and Evaluation policy. The said policy available on the Company's website i.e. www.fruitionventure.com.

23. COMMITTEES OF THE BOARD

• **Audit Committee:**

The Audit Committee reviews the audit reports submitted by Statutory Auditor, financial results, effectiveness of audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 read with part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee met 4 (Four) times during the financial year on May 29, 2024; August 13, 2024; November 14, 2024 and February 12, 2025.

Composition, Name of Members and Attendance during the year is as follows:

Sr. No.	Name of the Members	Nature of Membership	No. of Meetings Attended/Eligible to attend
1	Amit Singh Tomar	Chairman	4/4
2	Shefali Kesarwani	Member	4/4
3	Nitin Aggarwal	Member	4/4

• **Nomination and Remuneration Committee**

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The Remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The employees in the Company including those rendering clerical, administrative and professional services are suitable remunerated according to Industry norms.

During the financial year 2024-25, the Committee met 2 times on: August 13, 2024, and February 12, 2025.

Composition, Name of Members and Attendance during the year is as follows:

Sr. No.	Name of the Members	Nature of Membership	No. of Meetings Attended/Eligible to attend
1	Amit Singh Tomar	Chairman	2/2
2	Shefali Kesarwani	Member	2/2
3	Krishan Kumar Aggarwal	Member	2/2

• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee is constituted in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and as per Regulation 20 of SEBI Listing Regulations.

The Committee met during the financial year on February 14, 2025.

Composition, Name of Members and Attendance during the year is as follows:

Sr. No.	Name of the Members	Nature of Membership	No. of Meetings Attended/Eligible to attend
1	Krishan Kumar Aggarwal	Chairman	1/1

2	Amit Singh Tomar	Member	1/1
3	Shefali Kesarwani	Member	1/1

24. REPORTING OF FRAUD UNDER SECTION 143(12)

No fraud has been reported by auditors under Section 143(12) of the Companies Act, 2013:

- a. Nature of the Fraud: NA
- b. Parties involved: NA
- c. Financial impact: NA
- d. Corrective actions: NA

25. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The information required under Section 197(2) of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is attached as per “**Annexure-1**”.

26. STATUTORY AUDITORS

M/s Sunil K Gupta & Associates, Chartered Accountants, New Delhi have been appointed as the statutory auditor for a period of five years from the conclusion of 29th Annual General Meeting.

There are no audit qualifications, reservations, disclaimers, or adverse remarks, or reporting of fraud in the statutory auditors’ report given by M/s Sunil K Gupta & Associates.

The observations and comments given by the Auditors in their report read together with notes on Financial Statements are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

Board’s comment on the Auditors’ Report:

The observations of the statutory auditors when read together with the relevant notes to the accounts and accounting policies are self-explanatory.

27. SECRETARIAL AUDITORS

Under the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder M/s Jinu Jain, Company Secretaries, Practicing Company secretary has given secretarial audit report for financial year 2024-25, There are no qualifications, reservations, disclaimers, or adverse remarks in the said Secretarial Audit Report. Secretarial audit report forms part of the Board Report as “**Annexure -3**”.

28. INTERNAL AUDITORS

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rule, 2014 as amended from time to time, the Company is required to appoint an internal auditor of the Company to conduct internal audit of the functions and activities of the Company. In compliance with the above provisions, your Company has complied with the provisions.

The Internal Audit conducted the internal audit as per internal audit standards and places before the board the Internal audit report from time to time.

29. COST RECORDS AND COST AUDITORS

Requirement of Cost Audit as stipulated under the provisions of Section 148 of the Act, are not applicable for the business activities carried out by the Company.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The detail of Loan and Investments made by Company as at end of the financial year is as under:

Description	Amount in Lakhs	
	Loans/Advance/ Investments as at 31.03.2025	Loans/Advance/ Investments as at 31.03.2024
Other Advances	0	5.00
Investment	5.33	17.29

31. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has adopted a Risk Management Policy after identifying the elements of risks which in the opinion of the Board may threaten the very existence of the Company itself. The policy for Risk Management is attached on the website of Company.

32. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per the provisions of Section 135 of the Companies Act, 2013, the requirement to undertake Corporate Social Responsibility (CSR) activities is not applicable to the Company. Consequently, the Company is not obligated to carry out or report any CSR activities during the financial year.

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in Section 134(3)(m) of the Companies Act, 2013 and rules framed there under is enclosed herewith as “**Annexure - 2**”.

34. INTERNAL FINANCIAL CONTROLS

The requirements concerning the adequacy and operating effectiveness of **Internal Financial Controls** have been reinforced. The Board provides the following:

- A detailed account of risk management strategies- The Board has necessary policy to mitigate the risk involved in the operations of the Company.
- A commentary on any material weaknesses identified during the year- NA
- Changes made to the internal control systems- NA
- Reporting any fraud or irregularities detected by internal or statutory auditors- NA

This ensures that stakeholders are aware of the financial discipline and risk management integrity followed by the company.

35. DETAILS OF APPLICATION UNDER INSOLVENCY AND BANKRUPTCY CODE (IBC)

Since there are no corporate insolvency resolution process or initiations are pending against the Company under the Insolvency and Bankruptcy Code, 2016, disclosures relating to the same are not applicable to your Company.

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

Pursuant to the legislation The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a Policy on Prevention of Sexual Harassment at Workplace.

Your Company has constituted an Internal Complaints Committee (ICC) to investigate and resolve sexual harassment complaints.

The Company in its endeavour for zero tolerance towards any kind of harassment, including sexual harassment, or discrimination at the workplace has in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaint under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The Company has in place a policy for Prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of the complaints pertaining to sexual harassment of women received during the year are as under:

Sr. No.	Particulars	No. of complaints
1	No. of complaints filed during the financial year	NIL
2	No. of complaints disposed off during the financial year	NA
3	No. of complaints pending as at the end of the financial year	NIL

37. IMPACT OF AMENDMENTS IN COMPANIES (ACCOUNTS) RULES, 2024

With the introduction of Companies (Accounts) Second Amendment Rules, 2024, the following disclosures are as follows:

- Statement on compliance with Secretarial Standards- The Company has complied with the secretarial standards as applicable on the Company.
- Emphasis on digital records maintenance, audit trails, and data security compliance**-The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors)

Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

All sensitive information is being protected against unauthorized access, loss, or misuse at all times

38. SHARES

I. Issue of equity shares with differential rights:

The Company has not issued any shares with differential voting rights and accordingly the provisions of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

II. Issue of sweat equity shares:

The Company has not issued any sweat equity shares and accordingly the provisions of Section 54 read with Rule 8(13) of the Companies (Share Capital and debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

III. Issue of employee stock options:

The Company has not granted stock options and accordingly the provisions of Section 62(1)(b) read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

IV. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2024-25.

V. Increase in Authorized Share Capital of Shares:

During the year, the Company have increased in its Authorized Share Capital from Rs. 4,00,00,000 (Rs. Four Crores Only) to Rs. 10,00,00,000 (Rs. Ten Crores Only) in its 30th Annual General Meeting held on 30th September, 2024.

VI. Issue of Equity Shares:

During the year, the Company had made no issue of securities and had no variations or alterations in its Register of Members.

39. CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

None of the Directors on the Board of the Company for the FY ended March 31, 2025, have been debarred or disqualified from being appointed or continuing as Director of the Company. The Company have received a Certificate from Secretarial Auditor as per “**Annexure-4**” and placed the same in Board meeting.

40. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has adopted a Vigil Mechanism and Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

41. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The related party transactions, which were in ordinary course of business and at arm's length basis.

All related party transactions that were entered into during the financial year ended 31st March, 2025 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large.

The suitable disclosures as required by the Accounting Standards (IND AS 24) have been made in the notes to the Financial Statements forming part of this annual report.

42. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

43. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The provisions of the Maternity Benefit Act, 1961 are not applicable to the Company, as the Company does not meet the eligibility criteria specified under the Act, i.e., it does not employ ten or more persons as per the threshold limit prescribed under Section 2(1)(b) of the Act.

44. DESIGNATED PERSON AS PER SECTION-90 OF COMPANIES ACT , 2013

The Board of Directors hereby designates Mr. Nitin Aggarwal, Director as the "Designated Person" under Section 90, read with Sub-rule (5) of Rule 9 of the Companies (Significant Beneficial Ownership) Rules, 2018. The appointment is effective until further notice.

45. 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 paid last year.

46. INDIAN ACCOUNTING STANDARDS (IND-AS)

Financial Statements of your Company for the financial year ended 31st March, 2025, are prepared in accordance with Indian Accounting Standards (IND-AS), as notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

47. CORPORATE GOVERNANCE

The Company is not required to submit Corporate Governance Report as the equity share capital and net worth of the Company is less than required limits as on the last date of the previous financial year. Provided that where the provision of the Act becomes applicable to the Company at a later date, the Company shall comply with

the requirements within six months from the date on which the provisions become applicable to the Company.

The Compliance certificate from the practicing company secretary regarding non applicability of corporate governance has been received and noted.

48. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report. It speaks about overall industry structure, global and domestic economic scenarios, developments in business operations, internal controls and their adequacy, risk management systems and other material developments during the Financial Year 2024-25.

49. ANNUAL SECRETARIAL COMPLIANCE REPORT

Annual Secretarial Compliance Report for the financial year ended 31 March, 2025 was not applicable on our company.

50. BUSINESS RESPONSIBILITY REPORT

Your Company is not required to submit Business Responsibility Report for the year ended 31st March, 2025 as stipulated under Regulation 34 of the SEBI Listing Regulations, provided that where the provision of the Act becomes applicable to the Company at a later date, the Company shall comply with the requirements within stipulated time from the date on which the provisions become applicable to the Company.

51. DEMATERIALIZATION OF SHARES

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000. The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31st March, 2025, 74.27% of the Company's Share Capital is in dematerialized form.

The ISIN allotted to the equity shares of the Company is INE836C01015. The Company's shares are frequently traded on BSE Limited.

52. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There are no instances of one-time settlement during the financial year under review.

53. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

In terms of SEBI (Prohibitions of Insider Trading) Regulations, 2015, as amended from time to time, the Company has adopted a Code of Conduct for Prevention of Insider Trading (Insider Code) as approved by the Company's Board. Any Insiders (as defined in Insider Code) including designated employees & persons and their relatives are, inter-alia, prohibited from trading in the shares and securities of the Company or counsel any person during any period when the "unpublished price sensitive information" are available with them. The Insider Code also requires pre-

clearance for dealing in the Company's shares and prohibits dealing in Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

54. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

55. STOCK EXCHANGE LISTING & COMPLIANCES:

The Equity Shares of your company are continued to be listed on Bombay Stock Exchange Limited, Mumbai. The company confirms that the Annual Listing fees to Bombay Stock Exchange Limited has been paid and is up to date. NSDL & CDSL, Depositories are providing their services to our valued shareholders/ members. Your company has paid Annual Fees to all of them for the financial year 2024-2025.

56. CFO CERTIFICATION:

Pursuant to Regulation 17(8) read with Schedule II Part B of the Listing Regulations, a certificate from the Chief Financial Officer ('CFO') of the Company have certified and confirming the correctness of the Financial Statements (Standalone) and Cash Flow Statements (Standalone), adequacy of the internal control measures for financial reporting for the year ended March 31, 2025. The certificate forms part of this report as "**Annexure-5**".

57. ACKNOWLEDGEMENTS

Your directors place on records their sincere thanks to bankers, business associates, consultants and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

**For and on Behalf of the Board of Directors
For Fruition Venture Limited**

**Date: 29-08-2025
Place: New Delhi**

**Nitin Aggarwal
Managing Director
DIN: 01616151**

**Krishan Kumar Aggarwal
Director
DIN: 02452405**

ANNEXURES FORMING PART OF THE DIRECTOR'S REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report.

Annexures	Particulars
Annexure-1	Particulars of Employees Remuneration
Annexure-2	Particulars of Conservation of Energy, Technology Absorption and Foreign and Outgo
Annexure-3	Secretarial Audit Report
Annexure-4	Certification by Secretarial Auditor of Certificate of Non-Disqualification of Directors
Annexure-5	CEO/CFO Certificate

ANNEXURE-1**Details of remuneration as per Section 197(12) of Companies Act, 2013**

(I) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year is not applicable on the Company: -

Sr. No.	Name of Director	Ratio of Remuneration to the Median remuneration of the employees
1.	Mr. Nitin Aggarwal	NA
2.	Mr. Krishan Kumar Aggarwal	NA

(II) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2024-25:

Sr. No	Name of Director/KMP	% increase over last FY 2024-25
1.	Mr. Nitin Aggarwal	NIL
2.	Mr. Krishan Kumar Aggarwal	NIL
3.	Mr. Arihant Sukhlecha	100%
4.	Mr. Jitender Kumar	36%

(III) The percentage increase in the median remuneration of employees in the financial year 2024-25: 5.94%

(IV) The number of permanent employees on the payroll of company as on March 31, 2025: Four

(V) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Independent Directors were paid sitting Fee. Other executive/non-executive directors were not paid any remuneration during the current year

We hereby confirm that the remuneration paid is as per the remuneration policy recommended by the Nomination and Remuneration Committee of the Company and as adopted by the Company.

For and on Behalf of the Board of Directors

For Fruition Venture Limited

Date: 29-08-2025

Place: New Delhi

Nitin Aggarwal

Managing Director

DIN: 01616151

Krishan Kumar Aggarwal

Director

DIN: 02452405

ANNEXURE-2**Statement of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to provisions of section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

(i) **The steps taken or impact on conservation of energy:** Your Company takes all reasonable steps to save and conserve the energy in terms of provisions of Section 134 (3) of Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014 requiring furnishing of information regarding conservation of energy. The company does lay a great deal of emphasis on conservation of energy in all phases of its operation.

(ii) **The steps taken by the company for utilizing alternate sources of energy:** Using LED/CFL Tube lights and Bulbs instead of Mercury lights and bulbs. The Company has also initiated to conserve electricity by promoting the usage of Coolers rather than A. C's and maintaining the factory temperature at relatively low level.

(iii) The capital investment on energy conservation equipment; **NIL**

B) Technology absorption:

(i) The efforts made towards technology absorption; **Efforts were made to fully utilize the latest technology.**

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution; **NIL**

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**No such technology imported**

(a) the details of technology imported: **NA**

(b) the year of import: **NA**

(c) whether the technology been fully absorbed: **NA**

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; **NA;** and

(iv) the expenditure incurred on Research and Development.

(a) Capital: **NA**

(b) Recurring: **NA**

(c) Total: **NA**

C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as mentioned in below table:

Sr. No		Foreign Exchange Inflow (FOB Value of exports (*excluding deemed export)		Foreign Exchange Outflow (Import And Other Expenses)	
		FY 2024- 25 (IN Rs.)	FY 2023- 24 (IN Rs.)	FY 2024- 25 (IN Rs.)	FY 2023- 24 (IN Rs.)
		NIL	NIL	NIL	NIL
TOTAL		NIL	NIL	NIL	NIL

**For and on Behalf of the Board of Directors
For Fruition Venture Limited**

**Date: 29-08-2025
Place: New Delhi**

**Nitin Aggarwal
Managing Director
DIN: 01616151**

**Krishan Kumar Aggarwal
Director
DIN: 02452405**

ANNEXURE -3**Secretarial Audit Report**

For the Financial Year ended 31st March, 2025

**To
The Members
Fruition Venture Limited
1301, Padma Tower-1 Rajendra Place,
New Delhi-110008**

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fruition Venture Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L74899 DL 1994 PLC 058824 and having its registered office at 1301, Padma Tower-1 Rajendra Place, New Delhi-110008 (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Fruition Venture Limited 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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Fruition Venture Limited for the financial year ended on 31st March, 2025, according to the provisions of:

- i.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- 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, Overseas Direct Investment and External Commercial Borrowings;
- 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, 1992;
- c.** The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable since there has been no activity relating to issue of Capital during the period under review.
- d.** The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable as the Company has not issued/proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
- e.** The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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 (De-listing of Equity Shares) Regulations, 2009; Not Applicable as the Company has not delisted/proposed to delist its equity shares from any stock exchange during the financial year under review.
- h.** The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not Applicable as the Company has not bought back/proposed to buy back any of its securities during the financial year under review.
- i.** Securities and Exchange Board of India (Listing Regulations), 2015
- vi.** The Company has confirmed that except the above-mentioned statutes, no other law is applicable, specifically, to the Company.

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

- i.** Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii.** The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Mr. Nitin Aggarwal (DIN: 01616151) was appointed as Managing Director of the Company on 12/05/2023. Mr. Amit Singh Tomar (DIN:10063772) and Ms. Shefali

Kesharwani (DIN: 10259458), were appointed as Directors of the Company on 25/09/2023.

Adequate notices is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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, wherever applicable.

We further report that during the audit period, there were no instances of:

- (1) Public / Rights / Preferential issue of Shares / Debentures / Sweat Equity
- (2) Redemption/Buy Back of Securities.
- (3) Foreign Technical Collaborations.
- (4) Merger / Amalgamation / Reconstruction etc.

We 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.

We further report that during the audit period, the Company has not entered into/carried out any specific events/actions which may have a major bearing on the Company's affairs.

**For Jinu Jain
Company Secretaries**

**Place: Ghaziabad
Date: 21/08/2025**

**Jinu Jain
FCS No.: 9058; CP No: 10379**

UDIN: F009058G001047546

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

‘Annexure A’

To
The Members
Fruition Venture Limited
1301, Padma Tower-1 Rajendra Place,
New Delhi-110008

Our Secretarial Audit Report of even date, for the financial year 2024-25 is to be read along with this letter.

Management’s Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor’s Responsibility

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.
3. Wherever required, we have obtained the management’s representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

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.

We have not verified the correctness and appropriateness of financial records and books of account of the Company.

For Jinu Jain
Company Secretaries

Place: Ghaziabad
Date: 21/08/2025

Jinu Jain
FCS No.: 9058; CP No: 10379

ANNEXURE-4**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Fruition Venture Limited
1301, Padma Tower, Rajendra Place,
New Delhi-110008

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Fruition Venture Limited** having **CIN:L74899DL1994PLC058824** and having registered office at **1301, Padma Tower-1 Rajendra Place, New Delhi-110008 New Delhi-110008** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Nitin Aggarwal	01616151	12-05-2023
2.	Mr. Krishan Kumar Aggarwal	02452405	19-12-2022
3.	Ms. Shefali Kesarwani	10259458	25-09-2023
4.	Mr. Amit Singh Tomar	10063772	25-09-2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Date: 29.08.2025

Name: Jinu Jain

Membership No.: F 9058

CP No.: 10379

UDIN: F009058G001132015

ANNEXURE- 5**CEO/CFO Certificate**

We the undersigned, in our respective capacities as Managing Director and CFO of Fruition Venture Limited to the best of our knowledge and belief certify that:

A. We have reviewed the Financial Statements for the financial year ended 31 March 2025 and that to the best of our knowledge and belief:

1. These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These Statements together present a true and fair view of the Company and are in compliance with existing Indian Accounting Standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

1. Significant changes in internal control over financial reporting during the financial year;
2. Significant changes in accounting policies during the financial year and that the same have been disclosed in the notes to the accounts; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Nitin Aggarwal
Managing Director
DIN: 01616151

Jitender Kumar
Chief Financial Officer
PAN : AWBPK7952Q

Date: 29-08-2025
Place: New Delhi

MANAGEMENT DISCUSSION & ANALYSIS**Economic Overview:**

The global economy continued to show measured resilience in FY 2024–25, despite facing persistent headwinds. According to the IMF's July 2025 World Economic Outlook update, global real GDP growth is projected at 3.0% for 2025, slightly above the earlier April forecast of 2.8%, supported by easing trade tensions, improved financial conditions, and fiscal support in key economies. Risks to the global outlook remain broadly balanced. On the downside, geopolitical conflicts, lingering tariff related trade disruptions, and elevated interest rates may weigh on recovery. However, factors such as improved investor sentiment, faster-than-expected policy easing, and productivity gains from advanced technologies continue to provide support. In contrast, the World Bank's latest estimates remain more conservative, projecting global growth at just 2.3% for 2025 reflecting ongoing concerns about stagnating productivity and limited fiscal space in emerging markets.

India continues to maintain its position as one of the world's fastest-growing major economies. Following a strong GDP growth of 8.2% in FY 2023–24, the Indian economy is estimated to have grown at a steady pace of 6.5% in FY 2024–25, despite global economic uncertainties. Forecasts by the International Monetary Fund (IMF) and the Reserve Bank of India (RBI) remain optimistic, projecting growth in the range of 6.5% to 7.0% for the year. Inflationary pressures eased during the year, with the average Consumer Price Index (CPI) falling to approximately 4.8%, compared to 5.4% in FY 2023–24. These indicators reflect India's resilient economic fundamentals, supported by strong domestic demand, fiscal discipline, and a favorable policy environment.

The outlook for FY 2024–25 remains optimistic. The Reserve Bank of India (RBI) anticipates that the manufacturing sector will continue its current momentum, supported by strong capacity utilisation and improving investment activity. The services sector is expected to grow steadily, surpassing pre-pandemic trends, driven by robust demand in contact intensive industries and digital services. Additionally, the agricultural sector is likely to benefit from a forecast of a normal south-west monsoon, which would support rural consumption and overall economic stability. Collectively, these sectoral trends point to a balanced and resilient growth trajectory for the Indian economy in the current fiscal year.

Private consumption is expected to strengthen in FY 2024–25, supported by a revival in rural activity and an uptick in discretionary spending by urban households, as indicated by the RBI's consumer confidence surveys. Improving income levels and a positive labour market outlook are likely to further bolster domestic demand. On the investment side, both credit growth and private capital expenditure are projected to rise, driven by strong business and consumer sentiment, along with healthier corporate and banking sector balance sheets. The ongoing recovery in private investment points to a renewed upturn in the capex cycle. Meanwhile, core inflation is expected to continue its downward trajectory, signalling a broad-based easing of price pressures across the economy.

Company Overview:

The Company continued its core business of commodity trading during FY 2024–25, while strengthening its presence in the manufacturing and marketing of consumer goods. Building on last year's diversification, the Company expanded its plastic product manufacturing operations with the installation of additional injection moulding machines, marking steady progress in its new line of business.

BUSINESS REVIEW AND PERFORMANCE

The current market conditions are improving in a balanced manner and there are hopes of steady recovery from the past effects of pandemic situation. The Company will continue to pursue the long lasting and stable growth based on its philosophy of generating profits through creation of the "Greatest Value" for its Customers and Stakeholders.

Though the company had incurred loss during the year but it has diversified its business activities and ventured in to manufacturing activities and expecting the business to stabilise and grow in the coming years.

SWOT ANALYSIS

Strengths

1. High-Quality Product Standards.
2. Established Brand Presence.
3. Robust Dealer and Service Network.
4. Visionary Leadership of Top Level Management.
5. Skilled and qualified employees.
6. Emerging and Challenging new markets.
7. Adaptability to Technological Advancements.

Weakness

1. Rising Production and Operational Costs.
2. Increasing demand.
3. Limited Online or Digital Presence

Opportunities

1. Rising Global Market Demand.
2. Advancements in Technology.
3. Digitalisation of Business Operations.
4. Expansion into Untapped Markets.
5. Industry Knowledge and Training Initiatives

Threats

1. Rising cost of Raw Material.
2. Intensifying Competition from Domestic and International Players.
3. Global Economic and Geopolitical Uncertainties.
4. Technological Disruption.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has established proper and effective internal control system to provide reasonable assurance for safeguarding the Company's assets, promoting operational efficiency and reliability and ensuing compliance with various legal and regulatory provisions. The internal control systems are designed to ensure that the financial and other records are reliable for preparing financial statements and for maintaining accountability of assets and other records in a systematized manner.

The company has created an effective internal control system, by establishing the following:

1. Policies and procedures including, organizational structure, job descriptions, authorization matrix;
2. Segregation of duties and responsibilities;
3. Authorization and approval process;
4. Performance monitoring and control procedures;
5. Safeguarding assets, completeness and accuracy;

Independent Auditor's Report

To
The Members,
Fruition Venture Limited

Opinion

We have audited the accompanying financial statements of Fruition Venture Ltd. ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, 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 specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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 Director's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report in the Annual Report but does not include the financial statements and our auditor's reports 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 during the course of our 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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are 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:

- 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.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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.
- 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. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Companies Act, 2013, 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 purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. On the basis of written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
- e. 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- g. 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 has disclosed that there are no pending litigations on its financial position in its financial statements.
 - (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv)
 - a) The Management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes forming part of standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The Management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes forming part of standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

FRUITION VENTURE LIMITED

- vi. Based on our examination which included test checks and in accordance with requirements of Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Company, has implemented accounting softwares incorporating the transactions for the entire year and has maintained its books of account which have a feature of recording audit trail (edit log) facility and the same was operational for all relevant transactions recorded in the software. Further, during the course of audit we did not come across any instance of audit trail feature being tampered with.

For Sunil K Gupta & Associates

Chartered Accountants

FRN No. 002154N

CA. Mahesh Chandra Agrawal

(Partner)

M. No. 088025

UDIN: 25088025BMI1JO1757

Place: New Delhi

Date: 28.05.2025

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2025, we report that:

- (i) In respect of fixed assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
- (ii) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- (iii) According to the information and explanation provided to us and based on our examination of the records of the company, during the year the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the companies Act 2013. Accordingly the provisions of clause 3(iii)(a),(b),(c) of the Order are not applicable.
- (iv) According to the information and explanation provided to us and based on our examination of the records of the company, the company has not made any investment, provided guarantee or security or granted any loan during the year within the meaning of the provisions of Section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanation provided to us, the company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
- (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) In respect of statutory dues:
 - (a) According to the records of the company and information and explanations given to us the company has been regular in depositing with the statutory authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable to it. "Undisputed Statutory Dues" including Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service

FRUITION VENTURE LIMITED

Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues have been regularly deposited with the appropriate authorities.

(b) According to the information and explanations given to us the dues in respect of Income Tax that have not been deposited with the appropriate authorities on account of dispute and forum where the disputes are pending are given below:

Statute	Nature of Dues	Amount(Rs.)	Period to which Amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	25,03,695/-	AY 2016-17	Commissioner of Income Tax (Appeals), New Delhi

The company has opted for amnesty scheme under Vivad se Vishwas Tak to settle the dispute.

(viii) 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, bank, Government or debenture holders, as applicable to the company.

(ix) 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.

(x) 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.

(xi) (i) (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle-blower complaints has been received during the year by the company.

(xii) The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.

(xiii) (In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) The company has not entered into non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(xvii) Based on our examination, the company has incurred cash losses in the financial year and in the immediately preceding financial year. Amount of cash loss during current financial year is Rs. 21.34 Lakh and in the immediately preceding financial year is Rs.14.44 Lakh.

(xviii) There has been resignation of the statutory auditors during the year. There were no issues, objections or concerns raised

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the order is not applicable.

(xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For Sunil K Gupta & Associates
Chartered Accountants
FRN No. 002154N

CA. Mahesh Chandra Agrawal
(Partner)
M. No. 088025
UDIN: 25088025BMI1JO1757

Place: New Delhi
Date: 28-05-2025

Annexure - B to the Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Fruition Venture Limited of even date)

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 Fruition Venture Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sunil K Gupta & Associates
Chartered Accountants
FRN No. 002154N

CA. Mahesh Chandra Agrawal
(Partner)
M. No. 088025
UDIN: 25088025BMI1JO1757

Place: New Delhi
Date: 28-05-2025

FRUITION VENTURE LIMITED
CIN- L74899DL1994PLC058824
BALANCE SHEET AS AT MARCH 31, 2025

In Rs. Lakhs unless stated otherwise

Particulars	Note	As at 31st March, 2025 (Audited)	As at 31st March, 2024 (Audited)
ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	2	362.70	306.49
(b) Capital Work in Progress	2A	14.90	0.00
(c) Financial Assets			
(i) Investments	3	5.33	17.29
(d) Deferred Tax Assets (Net)	4	33.76	27.36
(e.) Other Non Current Assets	5	107.89	107.81
Total Non Current Assets		524.57	458.95
(2) Current Assets			
(a) Inventories	6	56.97	61.05
(b) Financial Assets			
(i) Trade Receivables	7	35.52	21.52
(ii) Cash and Cash Equivalents	8	4.19	123.43
(iii) Bank Balances other than (ii) above	9	-	.00
(iv) Loans	10	2.76	7.76
(c) Current Tax Assets (Net)	11	-	-
(d) Other Current Assets	12	14.53	22.81
Total Current Assets		113.97	236.56
Total Assets		638.54	695.51
Equity And Liabilities			
(1) Equity			
(a) Equity Share capital	13	400.00	400.00
(b) Other Equity	14	82.89	112.70
Equity attributable to Owners of the Company		482.89	512.70
Total Equity		482.89	512.70
(2) Non Current Liabilities			
(a) Borrowings	15	49.11	114.59
Total Non Current Liabilities		49.11	114.59
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables		14.17	-
(b) Other Current liabilities	16	7.96	2.73
(c) Current Tax Liabilities (Net)	17	-	-
(d) Borrowings	15	88.48	65.48
Total Current Liabilities		110.61	68.22
Total Equity and Liabilities		642.62	695.51

Significant Accounting Policies & Notes on Financial Statements 1
The accompanying Notes are Integral Part of the Financial Statements

As per our report of even date annexed hereto

For Sunil K Gupta & Associates
Chartered Accountants
FRN: 002154N

For and on behalf of the Board of Directors

Sd/-
CA Mahesh Chandra Agarwal
Partner
M No: 088025

Sd/-
Nitin Aggarwal
Managing Director
DIN: 01616151

Sd/-
Krishan Kumar Aggarwal
Director
DIN: 02452405

Place: New Delhi
Date: 28.05.2025
UDIN: 25088025BMI1JO1757

Sd/-
Arihant Sukhlecha
Company Secretary
PAN: DIRPS7998D

Sd/-
Jitender Kumar
CFO
PAN: AWBPK7952Q

FRUITION VENTURE LIMITED

FRUITION VENTURE LIMITED
CIN- L74899DL1994PLC058824

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2025

In Rs. Lakhs unless stated otherwise

Particulars	Note	Year ended 31st March, 2025	Year ended 31st March, 2024
I. REVENUES			
Revenue from Operations	18	362.82	16.08
Other Income	19	1.04	13.83
Other Gains/(Losses)	20	-	-
Total Revenue (I)		363.86	29.90
II. EXPENSES			
Purchase of Stock-in-Trade	21(a)	274.41	47.85
Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	21(b)	0.00	0.00
Employee Benefits Expense	22	16.58	10.68
Finance Costs	23	0.00	0.00
Depreciation and Amortization Expense	24	29.43	1.65
Other Expenses	25	54.29	31.67
Total Expenses (II)		374.71	91.85
III. Profit before Exceptional Items, share of net profits of associates and Tax (I - II)		-10.85	-61.95
IV. Share of net profit of associates accounted for using the equity method		-	0.00
V. Profit before Exceptional Items and Tax (III + IV)		-10.85	-61.95
VI. Exceptional Items			
VI. Profit Before Tax (V + VI)		-10.85	-61.95
VIII. Tax Expense			
(i) Current Tax (including MAT Credit Entitlement)		-	-
(ii) MAT Adjustment		-	-
(i) Deferred Tax		-6.39	12.84
(iv) Prior period items		13.38	
VII Total Tax Expense		6.99	12.84
IX. Profit/(Loss) for the Year (VII - VIII)		-17.84	-74.79
X. Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit obligations		-	-
- Change in Fair Value of Equity Instruments		-11.96	6.01
- Bargain Purchase Gain		-	-
- Income tax relating to these items		-	-
B Items that may be reclassified to profit or loss			
- Exchange difference on translation of foreign operations		-	-
- Income tax relating to these items		-	-
Other Comprehensive Income for the year, net of tax		-11.96	6.01
XI. Total Comprehensive Income For the year (IX + X)		-29.80	-68.78
XII. Earnings per Equity Share:			
Earnings per Share (Basic & Diluted) on Net Profit, attributable to owners of Company		-0.45	-1.87

Significant Accounting Policies & Notes on Financial Statements
The accompanying Notes are Integral Part of the Financial Statements

As per our report of even date annexed hereto

For Sunil K Gupta & Associates
Chartered Accountants
FRN: 002154N

For and on behalf of the Board of Directors

Sd/-
CA Mahesh Chandra Agarwal
Partner
M No: 088025

Place: New Delhi
Date: 28.05.2025
UDIN: 25088025BMM1JO1757

Sd/-
Nitin Aggarwal
Managing Director
DIN: 01616151

Sd/-
Arihant Sukhlecha
Company Secretary
PAN: DIRPS7998D

Sd/-
Krishan Kumar Aggarwal
Director
DIN: 02452405

Sd/-
Jitender Kumar
CFO
PAN: AWBPK7952Q

FRUITION VENTURE LIMITED
CIN- L74899DL1994PLC058824
Cash Flow Statement for the year ended 31st March, 2025

In Rs. Lakhs unless stated otherwise

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
A. Cash flow from operating activities		
Profit before Tax	-10.85	-61.95
Adjustments for:		
Depreciation and amortisation	29.43	1.65
Interest income	-0.98	-13.82
Dividend Income	-0.05	-0.01
Prior period tax adjustments	-	-
Operating profit / (loss) before working capital changes	17.54	-74.12
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	0.00	0.00
Short term loans and advances	5.00	-5.00
Other current assets	8.28	-15.23
Trade Receivables	-14.00	-21.52
other Non-current assets	-0.08	-3.17
Adjustments for increase / (decrease) in operating liabilities:		
Trade payable & Other current liabilities	19.40	-0.05
Short term provisions	-	-
Cash generated from operations	36.13	-119.09
Less: - Direct Taxes	13.38	0.00
Net cash flow from / (used in) operating activities (A)	22.75	-119.09
B. Cash flow from investing activities		
Sale of Investment	-	-
Purchase of Investment		
Interest received		
- Others	0.98	13.82
Dividend received		
- Others	0.05	0.01
Purchase of Fixed Asset	-85.65	-306.78
Addition in CWIP	-14.90	-
	-99.51	-292.96
Cash flow from extraordinary items	0.00	0.00
Net cash flow from / (used in) investing activities (B)	-99.51	-292.96
C. Cash flow from financing activities		
Change in Borrowings	-42.48	180.08
Net cash flow from / (used in) financing activities (C)	-42.48	180.08
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-119.24	-231.97
Add: Cash and cash equivalents at the beginning of the year	123.43	355.40
Cash and cash equivalents at the end of the year	4.19	123.43
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet	4.19	123.43
Cash and cash equivalents at the end of the year *	4.19	355.40

The accompanying Notes are Integral Part of the Financial Statements

As per our report of even date annexed hereto

For Sunil K Gupta & Associates
Chartered Accountants
FRN: 002154N

For and on behalf of the Board of Directors

Sd/-
CA Mahesh Chandra Agarwal
Partner
M No: 088025

Sd/-
Nitin Aggarwal
Managing Director
DIN: 01616151

Sd/-
Krishan Kumar Aggarwal
Director
DIN: 02452405

Place: New Delhi
Date: 28.05.2025
UDIN: 25088025BEMI1JO1757

Sd/-
Arihant Sukhlecha
Company Secretary
PAN: DIRPS7998D

Sd/-
Jitender Kumar
CFO
PAN: AWBPK7952Q

Company Informations

Company have its registered office at 1301, Padma Tower-1 Rajendra Place, New Delhi-110008. Company is engaged in the business of trading and manufacturing activities in commodities. Company is listed on Bombay Stock Exchange with effect from 30.07.2014.

1 Summary of Significant Accounting Policies

1.1 Basis of Preparation

"The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the Companies Act 2013 (The Companies (Indian Accounting Standards) Rules, 2015) and comply in all material aspects with their provisions."

1.2 Classification of Assets and Liabilities

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities.

1.3 Accounting Estimates and Judgements

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Tangible fixed assets (estimate useful life);

The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment could impact the results of the Company based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets. The management of the Company believe that on balance sheet date no impairment indications were existing.

The management of the Company believe that the inventory balances on hand could be sold to the third parties at the disclosed value.

1.4 Presentation of income statement

The income statement is presented in the form based on the nature of expense and classifies expenses according to their function. Further detailed analyses of expenses are provided in notes to the financial statements.

1.5 Inventories

As per Ind AS-2, all inventories except financial instruments are valued at Cost or Net Realisable Value whichever is less. Due to the nature of inventories being Financial Instruments inventories are valued as per Ind AS 109,32.

1.6 Property, Plant and Equipment

Furniture, plant and equipment held for use in the business or for administrative purposes are stated at historical cost or deemed cost less accumulated depreciation and any accumulated impairment losses. Cost comprises of purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

1.7 Impairment of Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.8 Depreciation

Depreciation on buildings, machinery and equipment has been provided on straight-line basis over the estimated useful lives of the respective assets. Intangible assets are amortised over their estimated useful economic lives on straight line basis. Land and construction in progress are not depreciated. The estimated useful lives considered for providing depreciation on other substantial assets are as follows:

Machinery – 15 Years
 Furniture and Fixtures – 10 Years
 Computers - 3 Years
 Server & Component - 6 Years

Further the residual values, estimated useful lives and depreciation methods of each items of property, plant and equipment are reassessed annually.

1.9 Investments and other financial assets**(a) Classification**

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(b.1) Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method. "

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(b.2) Equity instruments

The Company\ subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(c) Impairment of financial assets

The group assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

FRUITION VENTURE LIMITED

(d) **Derecognition of financial assets**

A financial asset is derecognised only when

- The group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients

(e) **Income recognition**

(e.1) **Interest Income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(e.2) **Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

1.10 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

1.11 Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

1.12 Borrowings.

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings on an effective interest basis.

1.13 Provisions.

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

1.14 Employee Benefits

All employee benefits payable within twelve months of rendering the service are Classified as short-term employee benefits. Benefits such as salaries, wages etc. and the Expected cost of bonus, excreta, incentives are recognized in the period during which the employee renders the related service.

1.15 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable.

Sale of Stock

The Company recognizes revenue from sale of stock when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and significant risks and rewards of ownership have been transferred to the customer

Further revenue from sales is based on the price specified in the sales contracts. Accumulated experience is used to estimate and provide for the discounts and returns.

1.16 Finance Income

Finance income comprises interest receivable on funds invested, dividend income, foreign exchange gains and losses. Interest income is recognized in the income statement as it accrues, taking into account the effective yield on the asset. Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

1.17 Claims and Benefits

Claims receivable is accounted on accrual basis to the extent considered receivable.

1.18 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially

enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.19 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

1.20 Contingent Liability

Contingent Liabilities, if material, are disclosed by way of notes.

1.21 Previous Year Figures

Previous year figures have been regrouped and reclassified to make them comparable with the current year figures.

1.22 Mat Adjustment

Excess MAT Credit as per tax calculations has been recognise as MAT Credit Assets and accordingly adjusted in the financial statement.

Note 2 Fixed Assets

	Tangible assets	Gross block						Accumulated depreciation and impairment					Net Block	
		Gross Block as at 1 April, 2024	Additions	Disposals	Other adjustments (Profit/Loss on Sale of Fixed Assets)	Gross Block as at 31st March, 2025	Residual Value (8.5%)	Provision as at 1 April, 2024	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Other adjustments	Total as at 31st March, 2025	Balance as at 31st March, 2025	Balance as at 31st March, 2024
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(a)	Computers	1.53	0.00	0.00	0.00	1.53	0.08	1.04	0.26	0.00	0.00	1.30	0.23	0.49
	(i) Computer	0.58	0.00	0.00	0.00	0.58	0.03	0.22	0.23	0.00	0.00	0.48	0.13	0.37
	(ii) Server	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(iii) UPS	0.95	0.00	0.00	0.00	0.95	0.05	0.82	0.03	0.00	0.00	0.85	0.09	0.13
(b)	Furniture & Fixture	0.07	0.00	0.00	0.00	0.07	0.00	0.01	0.02	0.00	0.00	0.03	0.05	0.06
	(i) Furniture	0.07	0.00	0.00	0.00	0.07	0.00	0.01	0.02	0.00	0.00	0.03	0.05	0.06
(c)	Office Equipment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	.00	0.00	.00
(d)	Plant & Machinery	66.45	41.04	0.00	0.00	107.49	5.37	3.20	17.60	0.00	0.00	20.80	86.69	63.25
	(i) Air Conditioner	2.15	0.00	0.00	0.00	2.15	0.11	1.51	0.29	0.00	0.00	1.80	0.35	0.64
	(ii) CCTV Camera	0.44	0.61	0.00	0.00	1.05	0.05	0.25	0.26	0.00	0.00	0.51	0.54	0.19
	(iii) Camera Night Vision	0.06	0.00	0.00	0.00	0.06	0.00	0.04	0.01	0.00	0.00	0.05	0.01	0.02
	(iv) Inverter	0.25	0.00	0.00	0.00	0.25	0.01	0.16	0.04	0.00	0.00	0.20	0.05	0.10
	(v) Mounts	5.22	0.00	0.00	0.00	5.22	0.26	0.17	0.91	0.00	0.00	1.08	4.14	5.05
	(vi) Moulding Machine	58.22	37.96	0.00	0.00	96.28	4.81	1.07	15.31	0.00	0.00	16.28	79.90	57.25
	(vii) Other Machine	0.00	2.47	0.00	0.00	2.47	0.12	0.00	0.77	0.00	0.00	0.77	1.70	0.00
(f)	Printer	0.22	0.00	0.00	0.00	0.22	0.01	0.06	0.07	0.00	0.00	0.13	0.09	0.16
(g)	Motor Vehicle	0.00	36.75	0.00	0.00	36.75	1.84	0.00	11.48	0.00	0.00	11.48	25.28	0.00
(h)	Land & Building industrial Plot at Khushkhara, Shivani	242.51	7.85	0.00	0.00	250.37	242.51	0.00	0.00	0.00	0.00	0.00	250.37	242.51
	Total	310.78	85.64	0.00	0.00	396.43	249.82	4.30	29.43	0.00	0.00	33.74	362.70	306.49
	Previous Year	10.10	307.09	6.41	0.00	310.79	242.53	8.35	1.65	6.09	0.00	4.30	306.49	1.37

Note- 2A Capital Work In Progress

In Rs. Lakhs

Description	Less than 1 Year	1-2 Year	2-3 Years	More Than 3 Years	Total 2024-25
Project in Progress	14.90	0.00	0.00	0.00	14.90
Projects Suspended	0.00	0.00	0.00	0.00	0.00
Total	14.90	0.00	0.00	0.00	14.90
Description	Less than 1 Year	1-2 Year	2-3 Years	More Than 3 Years	Total 2023-24
Project in Progress	0.00	0.00	0.00	0.00	0.00
Projects Suspended	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00

FRUITION VENTURE LIMITED

Note 3 Investments				
Long Term Investments				In Rs. Lakhs
Particulars	As at 31st March 2025		As at 31st March 2024	
	No of Shares	Amount	No of Shares	Amount
3.1 Equity Shares				
Take solutions	0.84	5.33	0.84	17.29
	0.84	5.33	0.84	17.29
3.2 Mutual Funds				
	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00
	0.84	5.33	0.84	17.29

Aggregate value of quoted Investments	5.33	17.29
Aggregate value of unquoted Investments	.00	.00
Aggregate Market Value of Quoted Investments	5.33	17.29
Aggregate Provision for Diminution in Value of Investments	.00	.00
Difference in Change in Value of Investment	11.96	6.01
Taken as Revaluation Reserve		

Note: 4 Deferred Tax Assets (Net)

Particulars	In Rs. Lakhs	
	As at 31st March 2025	As at 31st March 2024
Deferred Tax Liabilities on:		
- Property, Plant & Equipments (Co. Act)	362.70	306.49
- Financial assets at FVTPL (Inventory) Fair Value	56.97	61.05
- Financial assets at FVTOCI (Investment) Fair Value	5.33	17.29
Total Deferred Tax Liabilities	425.00	384.82
Deferred Tax Assets on:		
- Property, Plant & Equipments (IT Act)	2.57	2.57
- Financial assets at FVTPL (Inventory) Cost	62.05	62.05
- Financial assets at FVTOCI (Investment) Cost	124.72	124.72
- Tax Losses		
Total Deferred Tax Assets	189.35	189.35
Total Deferred Tax Assets (Net)	-235.65	-195.47
Provision Tax @ 26%	-61.27	-50.82
Opening Balance of Deferred Tax Assets/(Liabilities)	27.36	40.23
Transfer to P&L	-88.63	-91.05

The future realisation of deferred tax assets depends on the expectation of sufficient taxable profit of the appropriate type (trading profit or capital gain) being available for the offset of deductible temporary differences or unused tax losses. There is a significant increase in amount of Deferred Tax Asset due to the volatility in Equity Market due to Covid-19 leading to fall in Fair Market Value of Investment

Note: 5 Other Non-Current Assets

Particulars	Note	In Rs. Lakhs	
		As at 31st March 2025	As at 31st March 2024
Other Non-Current Assets			
Security Deposits		4.85	4.77
MAT Credit Entitlement*		103.04	103.04
Total		107.89	107.81

MAT Credit Entitlement is allowed to be carried forward for next 15 years and this credit shall be allowed set-off in a year when tax becomes payable on the total income computed in accordance with the provisions of the Income Tax Act, 1961 other than section 115JB.

Note: 6 Inventories

Particulars	Note	In Rs. Lakhs	
		As at 31st March 2025	As at 31st March 2024
(a) Stock-in-trade (Shares)		56.97	61.05
Total		56.97	61.05

Note: 7 Trade Receivables

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Unsecured, Considered Good			
Trade Receivables		35.52	21.52
Receivables from Related Parties		-	-
Less : Allowance for Doubtful Debts		-	-
Total		35.52	21.52

7.1 Trade Receivable ageing schedule-Refer No 32(c)**Note: 8 Cash and Cash Equivalents**

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Balances with banks:			
- In current accounts		3.11	122.59
- Deposits with original maturity of less than three months		-	-
Cash on hand		1.09	.84
Total		4.19	123.43

Note: 9 Bank Balances other than (8) above

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Balances with banks:			
- Deposits with original maturity of more than three months		-	-
Total		-	-

Note:10 Loans

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
(Unsecured, considered Good)			
OTHERS		-	5.00
Advances to Employees		2.76	2.76
Total		2.76	7.76

10.1) Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

Type Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-

Note:11 Current Tax Assets (Net)

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Income Tax Deducted (Net of Provision for Tax)		-	-
Total		-	-

Note :12 Other Current Assets

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Other Current Assets			
Balance with I T Authorities		0.57	8.96
GST INPUT		13.39	11.64
Interest Accrued on FD		0.00	1.61
Other Current Assets		0.00	0.58
TDS 24-25		0.57	-
Total		14.53	22.81

FRUITION VENTURE LIMITED

Note 13 Equity Share Capital and Other Equity

In Rs. Lakhs

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs.10 each with voting rights	10000000	1000.00	4000000	400.00
(b) Issued, Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	4000000	400.00	4000000	400.00
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	4000000	400.00	4000000	400.00
(d) Subscribed but not fully paid up	-	-	-	-
(e) Par Value per Share	-	10.00	-	10.00
(f) Allotment money in arrears				
-By Directors	-	-	-	-
-By Others	-	-	-	-
Total	40.00	400.00	40.00	400.00

The Company presently has only one Class of Equity Shares. Each Shareholder is entitled to one vote per share and also to dividend as proposed and approved by the Directors and Members, respectively.

Share Capital Reconciliation

Particulars	Opening Balance	Addition during the year	Deletion during the year	Closing balance
Issued Capital				
Equity shares with voting rights				
Year ended 31 March, 2025				
- Number of shares	4000000	-	-	4000000
- Amount (.)	400.00	-	-	400.00
Year ended 31 March, 2024				
- Number of shares	4000000	-	-	4000000
- Amount (.)	400.00	-	-	400.00
Subscribed and fully paid up				
Equity shares with voting rights				
Year ended 31 March, 2025				
- Number of shares	4000000	-	-	4000000
- Amount (.)	400.00	-	-	400.00
Year ended 31 March, 2024				
- Number of shares	4000000	-	-	4000000
- Amount (.)	400.00	-	-	400.00

Shareholders

Particulars				
(i) Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of Shareholder	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Krishan Kumar Aggarwal	1463581	36.59%	1463581	36.59%
Nitin Aggarwal	570490	14.26%	570490	14.26%

Note :- No preferential allotment was made by the company during the year.

1) Shareholding of Promoters

Shares held by Promoters as at 31-03-2025

S. No.	Promoter Name	No. of Shares	% of total shares at 31-03-2024	Percentage Change during the year
1	Krishan Kumar Aggarwal	1463581 at 31-03-2025 (1436581 at 31-03-2024)	36.59%	0.00%
2	Nitin Aggarwal	570490 at 31-03-2025 570400 at 31-03-2024)	14.26%	0.00%
Total		20,34,071	50.85%	

Note No. - 14 Other Equity

Statement of Change in Equity

In Rs. "Lakhs"

Particulars	Share Application Money Received by Allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	Reserve & Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translation of the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Monetary assets received against share warrants	Non-Controlling Interests	Total
						Reserve	Amalgamation Reserve	General Reserve	Retained Earnings									
Balance as at 1st April 2024				7.87		-94.98			189.81									112.70
Changes in accounting policy or prior period errors																		-
Revised balance at the beginning of the reporting period	-	-		7.87		-94.98			189.81									112.70
Total Comprehensive Income for the year						-11.96												-11.96
Dividends:																		-
Dividends:																		-
Transfer to retained earnings:									-21.92									-21.92
Any change (to be specified)																		-
Ind AS adjustments:																		-
Majority & Minority Tax Benefits:																		-
Balance as at 31st March, 2025				7.87		-96.94			167.89									78.82

Note:15 Borrowings

In Rs. Lakhs

Particulars	Note	As at 31st March 2025	As at 31st March 2024
Long Term Borrowings			
Loan from RIICO (Against Industrial Plot)		114.59	180.08
Less: Considered as Short-Term Borrowings		65.48	65.48
Non Current Borrowings		49.11	114.59

In Rs. Lakhs

Particulars	Note	As at 31st March 2025	As at 31st March 2024
Short Term Borrowings			
Loan from RIICO(Against Industrial Plot)		65.48	65.48
Loan from Directors		23.00	.00
Non Current Borrowings		88.48	65.48

Note: 15 Trade Payables

In Rs. Lakhs

Particulars	Note	As at 31st March 2025	As at 31st March 2024
Trade Payable		14.17	-
Total		14.17	-

15.1For Disclosure of outstanding dues to Micro Enterprises and Small Enterprises, Refer Note 32(a)

15.2 Trade Payable ageing schedule Refer Note 32(b)

Note: 16 Other Current liabilities

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Audit Fees Payable		.28	.28
Duties & Taxes		1.41	.32
Others		6.27	2.13
Total		7.96	2.73

Note: 17 Current Tax Liabilities (Net)

		In Rs. Lakhs	
Particulars	Note	As at 31st March 2025	As at 31st March 2024
Provision for Tax (Net of Advance Tax)		-	-
		-	-

Note: 18 Revenue from Operations

		In Rs. Lakhs	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	
Sale of shares	362.82	16.08	
Profit from Day Dealing	-	-	
	362.82	16.08	

Note: 19 Other Income

		In Rs. Lakhs	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	
Dividend Received	0.05	0.01	
Interest Received: -			
FDR's	0.14	12.07	
Interest on Loan	0.84	1.75	
Others	-	-	
Total	1.04	13.83	

Note: 20 Other Gains/(Losses)

		In Rs. Lakhs	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	
Gain on sale of Investment in Mutual Fund Units (Net)	-	-	
	0.00	0.00	

Note: 21(a) Purchase of Traded Goods

		In Rs. Lakhs	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	
Purchases	274.41	47.85	
Total	274.41	47.85	

Note: 21(b) Changes in Inventories of Finished goods

		In Rs. Lakhs	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	
Opening Stock			
Stock of Shares	61.05	22.09	
	61.05	22.09	
Closing Stock			
Stock of Shares	7.15	59.60	
Stock of Material	49.82	1.45	
	56.97	61.05	

Note: 22 Employee Benefits Expense

		In Rs. Lakhs	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	
Employee Benefit Expense			
Salaries to Staff	15.38	10.68	
Director Sitting Fee	1.20	-	
Total	16.58	10.68	

Note: 23 Finance Costs

		In Rs. Lakhs
Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Financial Charges	-	-
	-	-

Note: 24 Depreciation and Amortization Expense

		In Rs. Lakhs
Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Depreciation of Property, Plant and Equipment	29.43	1.65
Total	29.43	1.65

Note: 25 OTHER EXPENSES

		In Rs. Lakhs
Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Advertisement	0.37	0.43
AMC Charges	0.00	0.82
CDSL and NSDL Charges	0.20	0.00
Maintainence Charges	1.72	1.48
Consultancy Charges	0.00	0.15
Director Sitting Fee	0.00	0.60
Freight & Forwarding Charges	5.20	-
Vehicle Runnig Charges	0.39	0.00
Electricity Expenses	17.61	4.68
Filing Fees	3.25	3.25
GST expenses	0.00	0.69
Legal and professional	2.75	2.05
Misc Exp.	0.01	0.75
Payments to auditors (Refer Note (i) below)	0.28	0.28
Processing Fee Riico	0.21	0.00
Printing and stationery	0.00	0.80
Rent Expenses	15.85	14.20
ROC Fees	5.71	0.53
Insurance Expenses	0.27	0.00
Share Transfer & E-Voting Expenses	0.20	0.63
Telephone Exp.	0.09	0.29
Website Expenses	0.15	0.03
Bank Charges	0.05	0.02
	54.29	31.67

Note: 25(i) Auditors' Remuneration

		In Rs. Lakhs
Particulars	Year ended 31st March 2025	Year ended 31st March 2024
As auditor	0.28	0.28
Total	0.28	0.28

Note 26 Fair Value Measurement

		In Rs. Lakhs	
	Carrying Value		Fair Value
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2025 As at 31st March 2024
Financial Assets			
FVPL Inventory	58.83	94.85	7.15 59.60
FVTOCI Financial Investments	124.72	124.72	5.33 17.29
Total	183.55	219.57	12.48 76.89

All the Financial Assets held as Inventory or Investment are in Quoted Equity Shares. The Carrying amount indicates the cost incurred for purchasing the Financial Assets entered in the Books of Accounts. The Fair Value indicates the amount that is easily realisable if sold in the open market as on date, based on the market value of the shares available.

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No Estimates are made in Valuation of Financial Assets on Fair Value. There are no financial Liabilities to be recognised in the Financial Statements

Note 27 Financial Risk Management

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: Market Fluctuations, Interest rate risk, Government Policies, liquidity risk, and price risk. In order to minimize any adverse effects on the financial performance of the group, Short Term & Long-Term Deposits, Short Term & Long Term Advances are Kept with the Bank and other parties with fixed rate of Interest.

Note 28 Capital Management

The Company manages its capital to ensure that the Company entities will be able to continue as a going concern while maximizing the return to the equity holders through optimization of the debt to equity balance. The management of the Company reviews the capital structure on a regular basis. Based on the results of this review, the Company takes steps to balance its overall capital structure through repayments of existing debt liabilities.

Consistent with others in the industry, the group monitors capital on the basis of the optimum gearing ratio of Net debt (comprising total borrowings net of cash & cash equivalents and current investment) in proportion to Total Equity.

Note 29 Disclosures under Indian Accounting Standard 108 - Operating Segment

Note :- There is only one 'Business segment' and 'Geographical segment'

Note 30 Disclosures under Ind AS 24 -Related Party Transactions

(A) Key Management Personnel (KMP)

S.N.	Name of Director	Designation
1	Mr. Nitin Aggarwal	Managing Director
2	Mr. Krishan Kumar Aggarwal	Non-Executive Director
6	Mr. Amit Singh Tomar	Independent Director
7	Ms. Shefali Kesarwani	Independent Director
8	Mr. Jitender Kumar	Chief Financial Officer
9	Mr. Arihant Sukhlecha	Company Secretary

(B) Details of transaction undertaken with Related Party during the year 2024-25

S.N.	Name of Director/KMP	Nature of payment	In Rs. Lakhs	
			For the year ended 31 March, 2025	For the year ended 31 March, 2024
1	Mr. Jitender Kumar	Salaries & Perquisites and Allowances	3.89	2.86
2	Mr. Arihant Sukhlecha	Salaries & Perquisites and Allowances	1.74	0.87
3	Ms. Shefali Kesarwani	Sitting Fee	0.60	0.30
4	Mr. Amit Singh Tomar	Sitting Fee	0.60	0.30
5	Ms Sarita	Salaries & Perquisites and Allowances	0.00	2.40
6	Nitin Aggarwal	Loan taken from Directors	13.00	25.00
7	Nitin Aggarwal	Loan Repaid to Directors	5.00	25.00
8	Krishan Kumar Aggarwal	Loan taken from Directors	15.00	0.00

(C) Outstanding as at End

In Rs. Lakhs

S.N.	Name of Director/KMP	Nature of payment	For the year ended 31 March, 2025	For the year ended 31 March, 2024
1	Nitin Aggarwal	Loan from Director	8.00	0
2	Krishan Kumar Aggarwal	Loan from Director	15.00	0

Note 31 Disclosures under Indian Accounting Standards 33 :- Earnings Per share

In Rs. Lakhs

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Earnings per Equity Share(For Continuing Operation) :		
Net profit / (loss) for the year	-21.92	-35.83
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders	-21.92	-35.83
Add: Interest expense and exchange fluctuation on convertible bonds (net)	-	-
Profit / (loss) attributable to equity shareholders (on dilution)	-21.92	-35.83
Weighted average number of equity shares for Basic EPS	4000.00	4000.00
Add: Effect of Warrants, ESOPs and Convertible bonds which are dilutive	-	-
Weighted average number of equity shares - for diluted EPS	4000.00	4000.00
Par value per share	10	10
Earnings per share - Basic	-0.55	-0.90
Earnings per share - Diluted	-0.55	-0.90

Note 32(a) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March, 2025 (in Rs.)	As at 31 March, 2024 (in Rs.)
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	NIL	NIL
(iv) The amount of interest due and payable for the year	NIL	NIL
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	NIL	NIL
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	NIL	NIL
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

Note 32(b)

Trade Payable ageing schedule

Particulars	Outstanding for following periods from due date of payment #				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) MSME	Nil	Nil	Nil	Nil	Nil
(ii) Others	14.17	Nil	Nil	Nil	14.17
(iii) Disputed Dues- MSME	Nil	Nil	Nil	Nil	Nil
(iv) Disputed Dues- Others	Nil	Nil	Nil	Nil	Nil

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Note 32(c) Trade Receivable ageing schedule

Particulars	Outstanding for following periods from due date of payment #					Total
	Less than 6 months	6 months- 1year	1-2 years	2-3 years	more than 3 years	
(i) Undisputed Trade receivables-considered good	35.52	Nil	Nil	Nil	Nil	35.52
(ii) Undisputed Trade receivables-considered doubtful	Nil	Nil	Nil	Nil	Nil	Nil
(iii) Disputed Trade receivables-considered good	Nil	Nil	Nil	Nil	Nil	Nil
(iv) Disputed Trade receivables-considered doubtful	Nil	Nil	Nil	Nil	Nil	Nil

Note 32(d) Title deeds of Immovable property not held in name of Company

Relevant line item in the Balance sheet	Description of item of property	Gross Carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being in the name of the company
PPE	Land	NA	NA	NA	NA	NA
-	Building	NA	NA	NA	NA	NA
Investment Property	Land	NA	NA	NA	NA	NA
-	Building	NA	NA	NA	NA	NA
Property retired from active use and held for disposal	Land	NA	NA	NA	NA	NA
-	Building	NA	NA	NA	NA	NA
others		NA	NA	NA	NA	NA

Note 32(e) Registration of charges or satisfaction with Registrar of Companies

No changes or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

Note 32(f) Financial Ratios :-

Particulars	Numerator	Denominator	Year ended 31st March, 2025	Year ended 31st March, 2024	Variation	Reason of Variation in Ratios with more than 25% variation
(a) Current Ratio(in Times)	Current Assets	Current Liabilities	1.03	3.47	-70.29%	Due to decrease in Current Assets
(b) Debt-Equity Ratio(in Times)	Total Borrowings(i.e.Non-Current borrowings+Current borrowings)	Total equity	0.28	0.35	-18.88%	NA
(c) Debt Service Coverage Ratio (in Times)	Profit before tax+Depreciation and amortisation expenses+Interest on term loans	Interest on term loans+Scheduled principal repayments of term loans	0	0	NA	NA
(d) Return on Equity Ratio(%)	Net Profit before Tax	Average Networkth	-3.70%	-14.59%	-74.67%	Due to decrease in earnings
(e) Inventory turnover ratio (No of days)	Average Inventory	Purchase of Stock in trade + changes in Inventory	78.49	#VALUE!	#VALUE!	Dure to Increase in COGS
(f) Trade Receivables turnover Ratio (no. of days)	Average Trade Receivables*No. of days in the reporting year	Revenue from operations	0	0	0	NA
(g) Trade Payables turnover Ratio (no. of days)	Average trade payables*No of days in the reporting year	Cost of goods sold	0	0	0	NA
(h) Net Capital turnover ratio (Times)	Revenue from operations	Working Capital	108.16	0.10	113154.70%	Due to Increased in Working Capital
(i) Net Profit ratio (%)	Net profit for the year	Total Income	-4.90%	-250.11%	-98.04%	Due to decrease

						in Turnover
(j) Return on Capital employed (%)	Profit before tax+Interest on Long term loans	Net worth+Total borrowing	-2.25%	-12.08%	-81.40%	Due to decrease in earnings
(k) Return on investment (%)	Net profit	Shareholders funds	-3.70%	-14.59%	-74.67%	Due to decrease in earnings

Note 32(g) Corporate Social Responsibility (CSR)

The company is not covered under section 135 of the Companies Act, 2013, hence disclosure under this clause is not required

- Amount required to be spent by the company during the year, -NA
- Amount of expenditure incurred during the year, -NA
- Shortfall at the end of the year, -NA
- Total of previous years shortfall, -NA
- Reason for shortfall, -NA
- Nature of CSR activities, -NA
- Details of related party transactions e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant accounting standard-NA
- where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision during the year should be shown separately. -NA

Note 32(h) Additional Regulatory Information

- The Company has not revalued its Property, Plant and Equipment during the year.
- During the year, the company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- The company has no transactions or outstanding balance (payable or receivable) with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- Utilisation of borrowed funds and share premium.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - 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
 - Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
- The Company has not traded or invested in crypto currency or virtual currency during the year.
- The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

The accompanying Notes are Integral Part of the Financial Statements

As per our report of even date annexed hereto

For Sunil K Gupta & Associates
Chartered Accountants
FRN: 002154N

Sd/-
CA Mahesh Chandra Agarwal
Partner
M No: 088025

Place: New Delhi
Date: 28.05.2025
UDIN: 25088025BIM11JO1757

For and on behalf of the Board of Directors

Sd/-
Nitin Aggarwal
Managing Director
DIN: 01616151

Sd/-
Arihant Sukhlecha
Company Secretary
PAN: DIRPS7998D

Sd/-
Krishan Kumar Aggarwal
Director
DIN: 02452405

Sd/-
Jitender Kumar
CFO
PAN: AWBPK7952Q