

WinPro Industries Limited

(Formerly known as Jump Networks Limited)

CIN: - L92412MH1992PLC067841

Regd. Off.: Off no. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Email: - corp.iris@gmail.com; info@jumpnetworks.in; compliance@jumpnetworks.in

Tel:- 8108106033; Website: www.jumpnetworks.in

September 07, 2023

To,
Listing Compliances
BSE Ltd.,
P. J. Towers, Fort,
Mumbai – 400 001

Sub.: Annual Report for Financial Year 2022-2023 along with the Notice of 30th AGM

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting a copy of the Company's Annual Report for the financial year 2022-23, which contains, inter-alia, the Notice convening the 30th Annual General Meeting (AGM).

Request you to kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

For Winpro Industries Limited
(Formerly known as Jump Networks Limited)



Bhim Chaudhry
Director
DIN: 08305775



WINPRO INDUSTRIES LIMITED

ANNUAL REPORT

FY 2022-23

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman & Non-executive Director

Mr. Abhishek Sanga

Managing Director

Mr. Atul Kumar

Executive Director & CFO

Mr. Manav Kumar

Non-Executive Director

Mr. Anil Thakor

Independent Director

Mrs. Minakshi Singh

Independent Director

Mr. Rohit Navale

COMMITTEES

Audit Committee

Mr. Rohit Navale	:	Chairman
Mr. Atul Kumar	:	Member
Mrs. Minakshi Singh	:	Member

Stakeholders Relationship Committee

Mr. Rohit Navale	:	Chairman
Mr. Atul Kumar	:	Member
Mrs. Minakshi Singh	:	Member

Nomination and Remuneration Committee

Mr. Rohit Navale	:	Chairman
Mrs. Minakshi Singh	:	Member
Mr. Abhishek Sanga	:	Member

Risk Management Committee

Mr. Abhishek Sanga	:	Chairman
Mrs. Minakshi Singh	:	Member
Mr. Rohit Navale	:	Member

AUDITORS

Statutory Auditors

M/s. Mohandas & Co.

Chartered Accountants

(ICAI Registration No. FRN 106529W)

Add: 10, Krishna Cottage, Dattapada Road no. 2, Dattapada Subway, Borivali (East), Mumbai – 400 066.

Internal Auditor

M/s. JCA & Co.

Practicing Company Secretaries

Add: Office No. 23 Ground Floor, Swayambhu

Gaodevi SRA Building, Carter Road No. 2, Borivali East, Mumbai, MH

Secretarial Auditor

M/s. HRU & Associates

Practicing Company Secretaries

B-7, Sai Krupa Mall, Opp Dahisar Railway Station (W), Mumbai - 400068

Registrar & Transfer Agent

Skyline Financial Services Private Limited

Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110 020.

Contact: 011 – 40450193/94/95/96/97

Email: info@skylinerta.com

Website: www.skylinerta.com

Registered Office

Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Email

corp.iris@gmail.com; info@jumpnetworks.in;

compliance@jumpnetworks.in;

Contact No.

+91 81081 06033

Website

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of Winpro Industries Limited (formerly known as Jump Networks Limited) for the FY 2022-23 will be held on **Friday, 29th September, 2023** at **10:00 a.m.** at “Panchayat Samiti Hall, Damu Nagar Road, Kandivali East – 400101” to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the report of the Board of Director’s and Auditor’s thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To re-appoint Mr. Anil Thakor (DIN: 09168337), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** Mr. Anil Thakor (DIN: 09168337), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESSES:

3. **To regularize the appointment of Mr. Rohit Navale (DIN: 07471361) as Non Executive - Independent Director of the Company**

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Rohit Navale (DIN: 07471361) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 24th February, 2023, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five (5) years with effect from 24th February, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

**Place: Mumbai
Date: 05th September, 2023**

**Sd/-
Atul Kumar
Managing Director
DIN: 07271915**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
- Members/ Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- The Register of Members and the Share Transfer Books will remain closed from **Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive)** for the purpose of the Annual General Meeting.
- Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard – 2 on “General Meetings”, the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
- In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
- Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company’s investor email id: corp.iris@gmail.com
- Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard - 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
- The Notice of the AGM along with the Annual Report of 2022-23 is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository.

Members may note that this Notice and the Annual Report 2022-23 will also be available on the Company's website viz. www.jumpnetworks.in

9. Voting through electronic means:

In Compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by Central Depository Services Limited (CDSL), the instructions for remote e-voting are as under:

The Board of Directors has appointed **Mr. Chirag Jain, Partner of M/s. JCA & Co., Practicing Company Secretary (Membership No. F11127)** as the scrutinizer will be responsible to conduct e-voting in a fair and transparent manner.

Vote once cast by the member cannot be changed /altered.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Tuesday, 26th September, 2023 from 9.00 a.m. (IST) and shall end on Thursday, 28th September, 2023 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 **Friday, 22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository

Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** 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 Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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

	<p>period.</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 remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- (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 i.e. Winpro Industries Limited 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 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; compliance@jumpnetworks.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Sd/-

Place: Mumbai

Date: 05th September, 2023

Atul Kumar
Managing Director
DIN: 07271915

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

Item No 3:

On recommendation of the Nomination and Remuneration Committee, Mr. Rohit Navale (DIN: 07471361), was appointed as an Additional Non-Executive Independent Director on the Board of the Company, w.e.f. 24th February, 2023.

Your directors have proposed the appointment of Mr. Rohit Navale (DIN: 07471361) as a Non-Executive Independent Director of the Company, for a period of five (5) years, and a resolution to that effect has been set out as Item No. 3 of this Notice.

Mr. Rohit Navale (DIN: 07471361) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR Regulations for appointment as Independent Director and is independent of the Management.

Relevant details relating to appointment of Mr. Rohit Navale (DIN: 07471361) as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on Annual General Meetings are provided as an Annexure to this Notice.

Your Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Rohit Navale who is considered interested in the resolution for his appointment.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Place: Mumbai

Date: 05th September, 2023

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

ANNEXURE TO THE NOTICE
DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER
REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL
MEETINGS

Name of the Director	Mr. Anil Thakor	Mr. Rohit Navale
DIN	09168337	07471361
Date of Birth	12/06/1998	27/05/1990
Date of Appointment	11 th May, 2021	24 th February, 2023
Brief Profile	Mr. Anil Thakor has good exposure in field of Sales and Marketing. His experience will be a great benefit to the Company.	Over the past ten years Mr. Rohit has worked in business management, funding planning, and deployment. Additionally, he has expertise in client engagement and investment strategies.
Qualification	Graduate	Graduate
Expertise in Special Functional	Sales and Marketing	Business Management, Funding Planning, and Deployment
Directorship held in other Public Limited Companies	Nil	Nil
Number of shares held in the Company	Nil	Nil
Inter se Relationship with the Board	None	None

By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)

Place: Mumbai
Date: 05th September, 2023

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

BOARD'S REPORT

For the financial year ended on 31st March 2023

To,
The Members,
Winpro Industries Limited
(formerly known as Jump Networks Limited)

Your Directors have pleasure of submitting their 30th Annual Report together with the Audited Financial Statements for the year ended on 31st March 2023.

1. FINANCIAL HIGHLIGHTS:

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

Particulars	(Amount in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations	0.00	0.00
Other Income	0.00	0.00
Total Revenue	0.00	0.00
Less: Expenditure	20.644	81.74
Profit before Tax	(20.644)	(81.74)
Exceptional Items	0.00	0.00
Less: Current Income Tax	0.00	0.00
Less: Deferred Tax	0.00	0.00
Profit / (Loss) after Tax	(20.644)	(81.74)
Earnings per share (Basic)	(0.021)	0.00
Earnings per share (Diluted)	(0.021)	0.00

2. DIVIDEND AND GENERAL RESERVE:

Your Directors do not recommend any dividend on Equity Shares for FY 2022-23. During the year no amount has been transferred to General Reserve.

3. SHARE CAPITAL:

Authorized Share Capital:

The Authorized Share Capital of the Company as at March 31, 2023 was Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 15,00,00,000 (Rupees Fifteen Crore only) Equity Shares of Rs. 5/- each.

Issued & Subscribed Share Capital:

As on the March 31, 2023, the Issued & Subscribed Capital of the Company stands at Rs. 49,98,10,550/- (Rupees Forty-Nine Crores Ninety-Eight Lakhs Ten Thousand Five Hundred and Fifty Only) divided into 9,99,62,110 (Rupees Nine Crores Ninety-Nine Lakhs Sixty-Two Thousand One Hundred and Ten) Equity Shares of Rs. 5/- each.

During the year under review, there was no change in the authorized, subscribed and paid-up share capital of the Company.

4. Material changes and commitments as on the date of this report:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred during the financial year and till the date of this Report.

5. DEPOSIT:

During the year under review, your Company had neither accepted nor, there was any outstanding deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 and rules made thereunder.

6. TRANSFER OF UNPAID & UNCLAIMED DIVIDENDS & SHARES TO IEPF:

There are no unpaid & unclaimed dividend pending with the Company, hence there is no amount transferred to IEPF.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013:

The particulars of loans, guarantees and investments have been disclosed in the financial statements which also form part of this report.

8. DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors have duly confirmed that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of Act and Listing Regulations, 2015. During the year, there has been no change in the circumstances which may affect their position as Independent Director.

9. MEETING OF INDEPENDENT DIRECTORS:

A separate meeting of Independent Directors was held on 24th February, 2023. Other relevant information regarding the meeting is provided in the Corporate Governance Report forming part of the Annual Report.

10. CORPORATE SOCIAL RESPONSIBILITY:

Provisions of section 135 of the Companies Act, 2013 are not applicable to the Company.

11. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**A. Conservation of Energy:**

Considering the nature of business of the Company, energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being made for conservation of energy and minimizing power cost.

B. Technology Absorption

Necessary training is imparted to the relevant people from time to time to make them well acquainted with the latest technology.

C. Foreign Exchange Earning and Outgo

During the year under review, there was no inflow or outgo of Foreign Exchange.

12. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls which were duly tested during the year. Such controls were operating effectively without any material reportable weakness.

The details with respect to the internal control systems and internal Audit has been briefed in Management Discussion and Analysis Report, which is annexed herewith as “**Annexure – 1**”.

13. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

Pursuant to section 178(4) of the Companies Act, 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Your Company has a well-structured Remuneration Policy in relation to the appointment, remuneration, training programme, evaluation mechanism, positive attributes and independence of its Directors, KMPs and Senior Management. The policy is available on Company's website at www.jumpnetworks.in

The Company's Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is enclosed as “**Annexure – 2**” to this Report.

14. BOARD EVOLUTION:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors in the framework that has been designed in compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Details of Directors and Key Managerial Personnel's (KMPs) as on 31st March, 2023 are as follows:

Sr. No.	Name of Directors and KMP	Designation	Date of Appointment	Date of Resignation
1.	Mr. Atul Kumar	Executive Director & MD	15-06-2021	-
2.	Mr. Abhishek Sanga	Non-Executive & Chairperson	14-01-2019	-
3.	Mr. Anil Thakor	Non-Executive – Non Independent Director	11-05-2021	-
4.	Mrs. Minakshi Singh	Independent Director	15-06-2021	-
5.	Mr. Manav Kumar	Executive Director	29-11-2021	-
6.	Mr. Manav Kumar	CFO	14-01-2019	-
7.	Mr. Rohit Navale	Independent Director	24-02-2023	-

16. CHANGES IN DIRECTORS & KMPS:**Retirement by Rotation:**

In accordance with the provisions of Section 152 of the Act read with Article 91 of the Articles of Association of the Company, **Mr. Anil Thakor (DIN: 09168337)** will retire by rotation at the AGM and being eligible, has offered himself for re-appointment. Your Board has recommended his re-appointment.

Changes in Board of Directors:

During the year under review, the following changes made in the composition of Board of Directors:

- Mr. Nirdesh Shah (DIN: 08128204) has tendered his resignation due to preoccupation, from the post of Independent Director of the Company w.e.f. 24th February, 2023.
- Mr. Rohit Navale (DIN: 07471361) has been appointed as Non-Executive – Independent Director of the Company w.e.f. 24th February, 2023.

Changes in KMPs:

During the year under review, Ms. Palak Pandey has tendered her resignation due to other commitments, from the post of Company Secretary and Compliance Officer of the Company w.e.f. 08th March, 2023.

17. HUMAN RESOURCE:

Your Company has a strongly committed and dedicated workforce, which is a key to its sustained success. The Company believes in the strength of Human Resources and realizes that the motivation, sense of ownership and satisfaction of its people are the most important drivers for its continued growth.

18. BOARD MEETINGS:

During the year under review the Board met 9 (Nine) times. The details of the Board Meetings and Committees Meetings held during the financial year 2022 – 23 are specifically given in the Corporate Governance Report forming part of the Annual Report.

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The company is not having any subsidiary/ Joint Ventures/ Associate Companies.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contacts/arrangements/transactions entered into by the Company with its Related Parties are pre-approved by the Audit Committee. All Related Parties Transactions are placed before the Audit Committee for review on a quarterly basis.

All related party contracts/arrangements/transactions as specified under Section 188 (1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 entered into during the financial year 2022-23 were in the ordinary course of the business of the Company and were on arm's length basis.

Particulars of contracts or arrangements with related parties in prescribed Form AOC – 2 is annexed herewith at “**Annexure – 3**”.

21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Prevention of Sexual Harassment Policy is available on the Company's website www.jumpnetworks.in All employees, especially women employees, were made aware of the Policy and the manner in which complaints could be lodged.

During the year under review, no complaints has been received by the Company.

22. VIGIL MECHANISM:

The Company has established a vigil mechanism and policy pursuant to section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations for directors and employees to report concern about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct and ethics.

No person has been denied direct access to the Chairman of the Audit Committee in exception cases. The said policy is uploaded on the Company's website www.jumpnetworks.in

23. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company 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. The Board is responsible for implementation of the Code.

The policy is uploaded on the Company's website and can be viewed at the Company website at www.jumpnetworks.in

24. PARTICULARS OF EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013:

The disclosures pertaining to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as “Annexure – 4” to this report.

25. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(3)(c) of the Companies Act, 2013, your Directors would like to make the following statements to the Members, to the best of their knowledge and belief and according to the information and representations obtained by the management:

- That in the preparation of the annual financial statements for the year ended 31st March 2023, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- That the Directors have 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;
- That the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- That the Directors have prepared the annual accounts on a going concern basis;
- That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

26. COMMITTEES OF THE BOARD:

Details of the committees formed as per the requirements of the Companies Act, 2013 and SEBI Listing Regulations are as follows:

- Audit Committee;
- Stakeholders Relationship Committee;
- Nomination and Remuneration Committee;
- Risk Management Committee.

The relevant details pertaining to composition of Committee are given in Corporate Governance Report forming part of the Annual Report.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The conditions prescribed in the Section 135 of the Companies Act, 2013, which mandates the Company to constitute a Corporate Social Responsibility Committee are not applicable to our Company.

28. 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:

During the period under review, no material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

29. AUDITORS AND THEIR REPORTS:

Statutory Auditor:

The members of the company in their previous Annual General Meeting held on 19th May 2022 had appointed M/s. Mohandas & Co. (ICAI Registration No. FRN 106529W) as statutory auditors of the Company for a period of five years starting from FY 2021-22 till the conclusion of the Annual General Meeting to be held for the FY 2024-25.

Auditor's Report:

The statutory auditors have issued their report with modified opinion for the financial year ended on 31st March 2023. Qualifications/observations of auditors along with Board's comment there on are as follows:

Observations / Basis for Qualified Opinion	Board's Comments
The Company has not complied with various sections of the Act during the year. The Company has neither estimated / computed nor made provision in the books of account with respect to	<p>(i) Management's estimation on the impact of audit qualification: Management is unable to estimate the impact.</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The amount of penalties that may or may not be levied by the various regulatory bodies can only be determined on the relevant noncompliance being taken up for adjudication. Given that the management of the Company is aggressively seeking to take corrective</p>

<p>penalties arising, if any on account of such non-compliances in the financial statements. In view of the above, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2023.</p>	<p>action to rectify the said non-compliances it is possible that the noncompliance may also be condoned and/or the amount of the relevant penalties may not materially impact the financial statements.</p>
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Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act, the Board of Directors had appointed **Mr. Himanshu Upadhyay** of **M/s. HRU & Associates, Practicing Company Secretaries (Membership No.: A-46800 & COP No.: 20259)**, as Secretarial Auditors of the Company for the financial year 2022-23. The Report on Secretarial Audit in the prescribed format of **Form MR – 3** is attached as “**Annexure – 5**” to this report.

Internal Auditor:

To comply with provisions of Section 138 of the Companies Act, 2013 and Rules thereunder, the Board has appointed **M/s. Mohandas Belle & Co., Practicing Company Secretaries** as an Internal Auditor of the Company for FY 2022 – 23.

30. REPORTING OF FRAUDS BY AUDITOR:

Pursuant to section 134(3) of the Companies Act, 2013, there was no frauds reported by the Statutory Auditor of the Company under section 143(12) of the Companies Act, 2013.

31. EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company as on 31st March 2023 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is attached herewith as “**Annexure – 6**”.

32. RISK MANAGEMENT:

Your Company has a well-defined risk management structure which establishes a disciplined approach to Risk Management. The risks existing in the internal and external environment are periodically identified and reviewed, based on which, the cost of treating risks is assessed and risk treatment plans are devised.

To comply with provisions of section 134 of the Companies Act, 2013, the Company has adopted a Policy on Risk Management. The Policy is also made available at the company’s website.

33. CORPORATE GOVERNANCE:

To comply with schedule V of SEBI Listing Regulations, a separate report on Corporate Governance along with a certificate from the Statutory Auditor on its compliance is presented in a separate section forming integral part of this Annual Report.

34. ACKNOWLEDGMENTS:

The Board of Directors of your company wish to express their deep gratitude towards the valuable co-operation and support received from the various government bodies, Banks/Financial Institutions vendors, auditors, investors and other stakeholders during the year under review.

Further, the Board places its special appreciation for the co-operation and continued support extended by employees of the Company at all levels whose enthusiasm drives the Company to grow and excel.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

**Place: Mumbai
Date: 05th September, 2023**

**Sd/-
Atul Kumar
Managing Director
DIN: 07271915**

**Sd/-
Abhishek Sanga
Chairman & Director
DIN: 08309127**

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMIC OVERVIEW

On the surface, the global economy appears poised for a gradual recovery from the powerful blows of the pandemic and of Russia's unprovoked war on Ukraine. China is rebounding strongly following the reopening of its economy. Supply-chain disruptions are unwinding, while the dislocations to energy and food markets caused by the war are receding. Simultaneously, the massive and synchronous tightening of monetary policy by most central banks should start to bear fruit, with inflation moving back toward its targets.

*As per the World Economic Outlook, Global Growth is to fall from 3.4% in F-22 to 2.8% in F-23 before settling at 3.0% in 2024". With the exception of the global financial crisis and the peak of the COVID-19 crisis, it is the weakest growth estimate since 2001. Global inflation is further expected to rise from 4.7% in 2021 to 8.8% in 2022, before softening to 6.5% in 2023 and 4.1% in 2024.

Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>

INDIAN ECONOMIC OVERVIEW

The Indian economy demonstrated resilient growth in FY 2022-23, manifesting strong indications of macroeconomic stability. The country has recovered from a series of shocks such as the pandemic induced disruption in economic activity, and the sudden rise in commodity prices fuelling inflation owing to the prolonged Russia Ukraine conflict. The International Monetary Fund (IMF) expects India to grow by 5.9% in FY 2023–24 and by an average rate of 6.1% over the next five years. Growth in the next year will likely pick up as investments kick start the virtuous circle of job creation, income, productivity, demand, and exports supported by favorable demographics in the medium term.

BUSINESS OUTLOOK

The technology industry has not just weathered the pandemic-driven disruptions of the past few years; it has flourished. The crisis thrust many organizations into the future, accelerating digital transformation and changing work models dramatically. But in 2023, the tech industry will likely continue to grapple with issues around supply chains, workforce, and innovation—now exacerbated by considerable macroeconomic and global uncertainties. The Company is highly focused on capturing major opportunities and assisting its prospective clients in building a digital future. WinPro continues to invest in expanding its digital and embedded capabilities.

FINANCIAL PERFORMANCE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations	0.00	0.00
Other Income	0.00	0.00
Total Revenue	0.00	0.00
Less: Expenditure	20.644	81.74
Profit before Tax	(20.644)	(81.74)
Exceptional Items	0.00	0.00
Less: Current Income Tax	0.00	0.00
Less: Deferred Tax	0.00	0.00
Profit / (Loss) after Tax	(20.644)	(81.74)
Earnings per share (Basic)	0.00	0.00
Earnings per share (Diluted)	0.00	0.00

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Further, the financial performance during the year under reference has been impressive in terms of sales. Even though there has been a decent increase in the turnover, the volume of profits has also increased as compared to last year.

ADEQUACY OF INTERNAL CONTROLS

Your Company has adequate internal control procedures commensurate with its size and nature of business. Your Company has clearly laid down policies, guidelines, and procedures that form a part of the internal control systems. The adequacy of the internal control systems encompasses the Company's business processes and financial reporting systems and is examined by the management as well as by its internal auditors at regular intervals. The internal auditors conduct audits at regular intervals to identify the weaknesses and suggest improvements for better functioning. The observations and recommendations of the internal auditors are discussed by the Audit Committee to ensure timely and corrective action.

RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. The Company has duly approved a Risk Management Policy. The objective of this Policy is to have a well-defined approach to risk. The policy lays down broad guidelines for timely identification, assessment, and prioritization of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately addressed or mitigated. Risk Management Policy is available on the website of the Company at www.jumpnetworks.in

HUMAN RESOURCES

At WinPro, we recognize the significance of the Human Resources department as an integral part of our business. Our primary objective is to maximize employee productivity. To achieve this, we follow various modes of knowledge sharing sessions that revolve around effective employee management, enhancing individual and organizational performance, career development, technology implementation and integration, as well as talent and capability building.

One of our foremost priorities is to support our employees' continuous improvement. To accomplish this, we place great importance on providing ongoing training and development programs. Given the dynamic nature of competition and the business environment, it is crucial for us to empower our employees with learning opportunities and assist them in developing new skills.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include: global and domestic demand and supply conditions, and other business policies, changes in government regulations and tax laws, overall economic growth rate etc., economic developments within India and the countries within which the Company conducts business etc.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

**Place: Mumbai
Date: 05th September, 2023**

**Sd/-
Atul Kumar
Managing Director
DIN: 07271915**

**Sd/-
Abhishek Sanga
Chairman & Director
DIN: 08309127**

NOMINATION & REMUNERATION POLICY

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to section 178(4) of the Companies Act, 2013 and Regulation 19 read with schedule II part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INTRODUCTION:

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMP) has been formulated in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

PURPOSE:

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMP and officials comprising the SMP. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and SMPs.

OBJECTIVE:

The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other employees. The key objectives of the policy is:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To assist the Board in fulfilling responsibilities.

APPLICABILITY:

This Policy is applicable to:

- i. Directors viz. Executive, Non-executive and Independent
- ii. Key Managerial Personnel (KMPs)
- iii. Senior Management Personnel (SMPs)
- iv. Other Employees of the Company, as applicable.

ACCOUNTABILITIES:

- The Board is ultimately responsible for the appointment of Directors and KMPs.
- The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the SMP of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

DEFINITIONS:

“**ACT**” means Companies Act, 2013 and rules framed thereunder.

“**BOARD**” means Board of Directors of the Company as constituted from time to time.

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

“**POLICY**” or “**THIS POLICY**” means Nomination and Remuneration Policy

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

“**COMPANY**” means Winpro Industries Limited.

“**REMUNERATION**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**INDEPENDENT DIRECTOR**” means a Director referred to in Section 149 (6) of the Companies Act, 2013. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

“**KEY MANAGERIAL PERSONNEL**” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary;
- iv. and such other officer as may be prescribed.

“**SENIOR MANAGERIAL PERSONNEL**” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

CONSTITUTION OF COMMITTEE:

The Nomination and Remuneration Committee constituted should consist of three or more nonexecutive directors out of which not less than one-half should be independent directors. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries. Minimum two (2) members shall constitute a quorum for the Committee meeting. Membership of the Committee shall be disclosed in the Annual Report.

ROLE OF COMMITTEE:

The Role and Powers of the Committee shall be as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:**1. Appointment Criteria and Qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management Level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules framed thereunder.

2. Term / Tenure:

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals i.e. yearly or at such intervals as may be considered necessary. The same may however be delegated by the Committee.

4. Removal:

Due to reasons for any disqualification as mentioned in the Act pursuant to section 164 or under any other applicable provisions, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement:

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

REMUNERATION TO DIRECTORS / KMPs/ SMPs:**1. Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- d) Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

4. Familiarization Program for Independent Directors:

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

PROCEEDINGS OF THE MEETING:

Proceedings of all meetings must be recorded in the Minutes Book and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meeting will be circulated at the subsequent Board and Committee meeting for noting.

REVIEW AND AMENDMENT TO THE POLICY:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

DISCLOSURE:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in Annual Report as part of Board's Report.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Sd/-

**Atul Kumar
Managing Director
DIN: 07271915**

Sd/-

**Abhishek Sanga
Chairman & Director
DIN: 08309127**

Place: Mumbai

Date: 05th September, 2023

Annexure – 3

FORM NO. AOC- 2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013.
-NIL-							

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013.
-NIL-							

* Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to accounts annexed to the financial statements.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Sd/-

**Atul Kumar
Managing Director
DIN: 07271915**

Sd/-

**Abhishek Sanga
Chairman & Director
DIN: 08309127**

Place: Mumbai

Date: 05th September, 2023

PARTICULARS OF EMPLOYEES

Disclosure as per section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015

DETAILS OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT, 2013 AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of the remuneration of each Director including Managing Director, Chief Executive officer, Chief Financial Officer, Company Secretary or Manager, if any, to the median remuneration of the employees of the Company in the financial year 2022-23 is as follows:

Sl. No.	Name of Director	Designation	Ratio of remuneration of each Director & KMPs to median remuneration of employees
1.	Mr. Abhishek Sanga	Chairman & Non-executive Director	-
2.	Mr. Atul Kumar	Managing Director	-
3.	Mr. Manav Kumar	Executive Director & CFO	-
4.	Mr. Anil Thakor	Non-Executive Director	-
5.	Mr. Nirdesh Shah*	Non-Executive - Independent Director	-
6.	Mrs. Minakshi Singh	Non-Executive - Independent Director	-
7.	Mr. Rohit Navale%	Non-Executive - Independent Director	-
8.	Ms. Palak Pandey&	Company Secretary & Compliance officer	1.09

* Cessation w.e.f 24th February, 2023

% Appointment w.e.f. 24th February, 2023

& Cessation w.e.f. 08th March, 2023

2. Details of percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, and Company Secretary Financial Year 2022-23 are as follows:

Sl. No.	Name of Director	Designation	% Increase/ Decrease
1.	Mr. Abhishek Sanga	Chairman & Non-executive Director	-
2.	Mr. Atul Kumar	Managing Director	-
3.	Mr. Manav Kumar	Executive Director & CFO	-
4.	Mr. Anil Thakor	Non-Executive Director	-
5.	Mr. Nirdesh Shah	Non-Executive - Independent Director	-
6.	Mrs. Minakshi Singh	Non-Executive - Independent Director	-
7.	Mr. Rohit Navale	Non-Executive - Independent Director	-
8.	Ms. Palak Pandey	Company Secretary & Compliance officer	-

3. Percentage increase in the median remuneration of employees Financial Year 2022-23.

There is no increase in median remuneration of all employees in Financial Year 2022-23.

4. Number of Permanent Employees on the roll of the Company as on March 31, 2023.

There are 02 permanent employees on roll of the Company as on March 31, 2023.

5. Comparison of average percentile increase in the salaries of employees other than the managerial personnel 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 There was no increase in remuneration done during the financial year 2022-23.

There was no increase in remuneration done during the financial year 2022-23.

6. Affirmation:

Information as per Rule 5(2) and 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

There was no Employees who;

a. are in receipt of remuneration for the financial year 2022-23, in the aggregate, was not less than one crore and two lakh rupees;

b. are in receipt of remuneration for any part of the financial year 2022-23, at a rate which, in the aggregate, was not less than eight lakh fifty thousand rupees per month;

c. are in receipt of remuneration in the financial year 2022-23, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Sd/-

**Atul Kumar
Managing Director
DIN: 07271915**

Sd/-

**Abhishek Sanga
Chairman & Director
DIN: 08309127**

Place: Mumbai

Date: 05th September, 2023

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2023

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

To,

The Members,

WinPro Industries Limited

(formerly known as Jump Networks Limited)

Office No. 212, 2nd Floor, Trade Centre,

G Block, Opp. MTNL, Bandra Kurla Complex,

Bandra (East), Mumbai, Maharashtra – 400 051

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **WinPro Industries Limited (formerly known as Jump Networks Limited) (CIN: L92412MH1992PLC067841)** (hereinafter called “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 company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March 2023** 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 thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – **Not applicable as the Company has not issued any shares during the financial year under review;**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999 – **Not applicable as the Company has not issued any shares to its Employees during the financial year under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities;**
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 – **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not applicable as the Company has not delisted /propose to delist its equity shares from stock exchange during the financial year under review;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not applicable as the Company has not bought back or proposed to buyback any of its securities during the financial year under review;**
- i. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

VI. We, in consultation with the Company came to a conclusion that no specific laws were directly applicable with regard to business activities of the Company during the period under review.

We have also examined the compliance by the Company of the following statutory provisions /standards /regulations:

- a) The Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013 except as mentioned hereinunder.

During the financial year under report, the Company has complied with the provisions of The Companies Act, 2013, to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc except as mentioned herein under.

- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has been regular in complying with various applicable provisions of the Act, rules, regulations, Guidelines and Standards etc. which are subject matter of present Audit Report, stated hereinabove.

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and a Woman Director, Necessary Changes in the composition of Board of Director at time of reporting was in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.
- b) Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) The compliance by the Company of the applicable financial laws, like Direct and Indirect Tax laws, has not been reviewed in this audit since the same have been subject to review by Statutory Auditors and other designated professionals.
- d) Majority decision is carried through, while the dissenting members' views are captured as and when required are and recorded as part of the minutes.

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 as also represented by management.

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

- i. Public / Rights / Debentures / Sweat Equity.
- ii. Buy-Back of Securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

- iv. Merger / Amalgamation / reconstruction, etc.
- v. Foreign Technical Collaborations.

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.

**For HRU & Associates
(Practicing Company Secretaries)**

Sd/-

CS Himanshu Upadhyay

Proprietor

Membership No. A46800

CP No. 20259

Peer Review No.: 3883/2023

UDIN: A046800E000873771

Date: 27.08.2023

Place: Mumbai

‘Annexure A’

To,
The Members,
WinPro Industries Limited
(formerly known as Jump Networks Limited)
Office No. 212, 2nd Floor, Trade Centre,
G Block, Opp. MTNL, Bandra Kurla Complex,
Bandra (East), Mumbai, Maharashtra – 400 051

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For HRU & Associates
(Practicing Company Secretaries)

Sd/-

CS Himanshu Upadhyay
Proprietor
Membership No. A46800
CP No. 20259
Peer Review No.: 3883/2023
UDIN: A046800E000873771

Date: 27.08.2023
Place: Mumbai

FORM NO. MGT – 9

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31st March 2023

- REGISTRATION AND OTHER DETAILS:**

Sr. No.	Particulars	Details
i.	CIN	L92412MH1992PLC067841
ii.	Registration Date	July 23, 1992
iii.	Name of The Company	Winpro Industries Limited (formerly known as Jump Networks Limited)
iv.	Category/Sub-Category	Company limited by shares Indian Non-government Company
v.	Address of the Registered Office and Contact Details	Add: Office No. 212, 2 nd Floor, Trade Centre, G- Block Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Phone: 8108106033 Email: corp.iris@gmail.com;
vi.	Whether Listed	Listed on BSE Limited
vii.	Name, Address and Contact Details of the Registrar and Share Transfer Agent	Skyline Financial Services Pvt. Ltd. Add: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi - 110 020. Email: info@skylinerta.com Contact No.: 011 - 40450193/94/95/96/97

- PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

The entire business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name And Description of Main Product/Services	NIC Code of the Product/Service	% to the Total Turnover of the Company
1.	Nil		

- PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address of the Company	CIN/GLN/ LLPIN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
None					

- SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

- i. Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2022				No. of Shares held at the end of the year 31st March, 2023				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									
(1) Indian									
Individual/HUF	1839297	-	1839297	1.84	1839297	-	1839297	1.84	

Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corporates	-	-	-	-	-	-	-	-	-
Bank/FI	-	-	-	-	-	-	-	-	-
Directors/Relatives	-	-	-	-	-	-	-	-	-
Any Other- Trust	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (1)	1839297	-	1839297	1.84	1839297	-	1839297	1.84	-
(2) Foreign									
NRI- Individuals	-	-	-	-	-	-	-	-	-
Other Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1839297	-	1839297	1.84	1839297	-	1839297	1.84	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Central govt.	-	-	-	-	-	-	-	-	-
State Govt.	-	-	-	-	-	-	-	-	-
Venture Capital Fund	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	1250000	-	1250000	1.25	1250000	-	1250000	1.25	-
Alternate Investment Fund(s)	-	-	-	-	-	-	-	-	-
Others (Specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	1250000	-	1250000	1.25	1250000	-	1250000	1.25	-
(2) Non-Institutions									
Bodies corporates									
i) Indian	5004380	15200	5019580	5.02	5004380	15200	5019580	5.02	-
ii) Overseas	-	-	-	-	-	-	-	-	-
Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	41773472	513750	42287222	42.30	41773472	513750	42287222	42.30	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	38720208	320000	39040208	39.06	38720208	320000	39040208	39.06	-
HUF	2974525	0	2974525	2.98	2974525	0	2974525	2.98	-
Non-Resident Indian	6912803	0	6912803	6.92	6912803	0	6912803	6.92	-
NBFC Registered with RBI	-	-	-	-	-	-	-	-	-
Foreign National	-	-	-	-	-	-	-	-	-
Clearing Members	425548	0	425548	0.43	425548	0	425548	0.43	-
Trust	-	-	-	-	-	-	-	-	-
Foreign Corporate Bodies	-	-	-	-	-	-	-	-	-
Investor Education and Protection Fund	-	-	-	-	-	-	-	-	-
Others (specify)	212927	0	212927	0.21	212927	0	212927	0.21	-
SUB TOTAL (B)(2):	96023863	848950	96872813	96.91	96023863	848950	96872813	96.91	-
Total Public	97273863	848950	98122813	98.16	97273863	848950	98122813	98.16	-

Shareholding (B)= (B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	99113160	848950	99962110	100	99113160	848950	99962110	100	

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2022			Shareholding at the end of the year 31st March, 2023			% change in shareholding during the year
		No. of Shares	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	
1.	Rajendra Sharad Karnik	12187	0.01	0.00	12187	0.01	0.00	0.00
2.	Vaishali Rajendra Karnik	1827110	1.83	0.00	1827110	1.83	0.00	0.00

iii. Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year		Date	Increase/ (Decrease) in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1.	Rajendra Sharad Karnik	12187	0.01	-	-	-	12187	0.01
2.	Vaishali Rajendra Karnik	1827110	1.83	-	-	-	1827110	1.83

iv. Shareholding Pattern of Top Ten shareholders (other than Directors, Promoters and Holders of GDR's and ADR's):

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
1	Harshawardhan Hanmant Sabale	6309404	6.31	-	-	-	6309404	6.31
2	Jayaseelan Singaravelu	4305123	4.31	-	-	-	4305123	4.31
3	Ketan Madhusudan Shroff	1817343	1.82	-	-	-	1817343	1.82
4	Gaurav Chandrakant Shah	1638332	1.64	-	-	-	1638332	1.64
5	Power Engineering India Pvt. Ltd.	1415006	1.42	-	-	-	1415006	1.42
6	Nexpact Limited	1250000	1.25	-	-	-	1250000	1.25
7	Arcadia Share and Stock Brokers Pvt Ltd-Proprietary A/C	792577	0.79	-	-	-	792577	0.79
8	Arun Menon	500000	0.50	-	-	-	500000	0.50
9	Vanshika Stock Vision LLP	500000	0.50	-	-	-	500000	0.50
10	Ajaykant R. Ruia	490676	0.49	-	-	-	490676	0.49

v. Shareholding of Directors and Key Managerial Personnel (KMPs):

Sr. No.	Names of the Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Co.				No. of shares	% of total shares of the Co.
-	-	-	-	-	-	-	-	-

vi. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<u>Indebtedness at the beginning of the financial year:</u>				
i) Principal Amount	51.17	-	-	51.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	51.17	-	-	51.17
<u>Change in Indebtedness during the financial year:</u>				
- Addition	-	-	-	-
- Reduction	(17.55)	-	-	(17.55)
Net Change	(17.55)	-	-	(17.55)
<u>Indebtedness at the end of the financial year:</u>				
i) Principal Amount	33.62	-	-	33.62
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	33.62	-	-	33.62

vii. Remuneration of Directors and Key Managerial Personnel:A. Remuneration to Managing Director, Whole - time Directors and/ or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager/ CEO/ CFO	Total Amount
1.	Gross Salary: a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961. b) Value of perquisites u/s 17(2) Income– tax Act, 1961. c) Profits in lieu of salary under section 17(3) Income – tax Act, 1961	There was no remuneration paid to the Managing Director, Whole time Director and/or Manager.	
2.	Stock Option		
3.	Sweat Equity		
4.	Commission:		

	- as% of profit - Others, specify...	
5.	Others, please specify	
6.	Total(A)	
7.	Ceiling as per the Act	

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of the Director	Amount
1.	<u>Independent Directors</u> -Fee for attending board & committee meetings -Commission -Others, please specify.	- - -	- - -
2.	Total (1)	-	-
3.	<u>Other Non-Executive Directors</u> -Fee for attending board & committee meetings -Commission -Others, please specify.	- - -	- - -
4.	Total (2)	-	-
5.	Total(B) = (1+2)	-	-
6.	Total Managerial Remuneration	-	-
7.	Overall Ceiling as per the Act	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sr. no.	Particulars of Remuneration	Key Managerial Personnel	Total (Amount in Lacs)
		Ms. Palak Pandey CS & Compliance Officer	
1.	Gross Salary: a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961. b) Value of perquisites u/s 17(2) Income- tax Act, 1961. c) Profits in lieu of salary under section17(3) Income – Tax Act,1961	1.68 - -	1.68 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission: - as % of profit	-	-
5.	Others, please specify	-	-
6.	Total	1.68	1.68

viii. Penalties/ punishment/ compounding of offences:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made
A. Company					

Penalty	The Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment	
Compounding	
B. Directors	
Penalty	The Directors of your Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment	
Compounding	
C. Other Officers In Default	
Penalty	None other Officers of your Company faced any penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment	
Compounding	

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Place: Mumbai
Date: 05th September, 2023

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

Sd/-
Abhishek Sanga
Chairman & Director
DIN: 08309127

CORPORATE GOVERNANCE REPORT

Introduction

In terms of Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended 31st March, 2023 is presented below:

Company's philosophy on Corporate Governance:

The Board of Directors of the Company acts as a trustee and assumes fiduciary responsibility of protecting the interests of the Company, its Members and other stakeholders. The Board supports the principles of Corporate Governance. In order to attain the highest level of good Corporate Governance practice, the Board lays strong emphasis on transparency, accountability and integrity.

The Company believes that the pursuit for good Corporate Governance is an on-going process, which facilitates the Company to achieve its avowed objectives of transparency, accountability and responsibility in all our dealings with our shareholders, customers, employees and the community at large. This objective extends not merely to meet with statutory requirements but also to go beyond them by putting into place procedures and systems, which are in accordance with the best practices for corporate governance. The Company recognizes that strong Corporate Governance is a key driver of sustainable corporate growth and long-term value creation.

BOARD OF DIRECTORS:

1. Composition & Category of Directors:

The Company believes in a well-balanced and diverse Board which enriches discussions and enables effective decision making. Your Company's Board comprises of the appropriate mix of executive, non-executive and independent Directors including one women Independent Director to maintain its independence.

The composition and size of the Board is reviewed periodically to ensure an optimum mix of Directors with complementary skillsets. The Company understands that sound succession planning for the members of the Board and Senior Management is essential for sustained growth of the Company.

The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations as well as the Act read with the Rules issued thereunder.

The details of Directorship and committee membership as on 31st March, 2023 are produced below:

Name of the Director	DIN	Category (Promoter, Executive, Non- Executive, Nominee, Independent director)	No. of Directorship in listed entities including this listed entity [#]	Number of Committee memberships/ Chairpersonship held in Listed Companies*	
				Membership	Chairmanship
Mr. Abhishek Sanga	08309127	Chairman & Non-executive Director	02	-	-
Mr. Atul Kumar	07271915	Managing Director	02	02	-
Mr. Manav Kumar	08309105	Executive Director & CFO	03	-	-
Mr. Anil Thakor	09168337	Non-Executive Director	01	-	-
Mrs. Minakshi Singh	07483620	Non-Executive - Independent Director	03	02	-
Mr. Rohit Navale ^{&}	07471361	Non-Executive - Independent Director	01	-	02

[#] Companies includes Public Limited Companies Incorporated in India including Winpro Industries Limited.

^{*} Includes only Audit Committee and Stakeholder's Relationship Committee, including that of Winpro Industries Limited.

& Mr. Rohit Navale (DIN: 07471361) has been appointed as Non-Executive – Independent Director of the Company w.e.f. 24th February, 2023.

2. Number of Board Meetings & Attendance of each Director at the Meetings of the Board of Directors and the last AGM:

During the year under review, the Board of Directors of the Company met 09 (Nine) times viz. 21st April, 2022, 30th May, 2022, 08th July, 2022, 09th August, 2022, 06th September, 2022, 14th November, 2022, 14th February, 2023, 24th February, 2023 and 08th March, 2023.

The agenda papers along with notes and other supporting were circulated in advance of the Board Meeting with sufficient information.

Directors' attendance in Board Meetings held during the financial year and last Annual General Meeting are as under:

Name of Director	No. of Board Meetings		Attendance at last AGM
	Held during their tenure	Attended during their tenure	
Mr. Abhishek Sanga	09	09	✓
Mr. Atul Kumar	09	09	✓
Mr. Manav Kumar	09	09	✓
Mr. Anil Thakor	09	09	✓
Mrs. Minakshi Singh	09	09	✓
Mr. Nirdesh Shah [^]	07	07	✓
Mr. Rohit Navale	01	01	N.A.

[^] Mr. Nirdesh Shah has resigned from the post of Non-Executive – Independent Director of the Company w.e.f. 24th February, 2023.

The gap between two successive board meetings did not exceed 120 days.

3. Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board, in accordance with evaluation program laid down by the Nomination and Remuneration Committee, has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committees.

4. Familiarization Programme for Independent Directors:

The details of familiarization programme imparted to the Directors is available at www.jumpnetworks.in

5. The confirmation from the Board on Independent Directors:

In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI Listing Regulations, 2015 and are independent of the management.

6. Resignation of Independent Director:

None of the Independent Directors has resigned during the financial year ended on 31st March 2023.

7. Directors liable to retire by rotation:

Details of directors retiring by rotation at the ensuing Annual General Meeting is annexed to the Notice and forming part of this Annual Report.

COMMITTEES OF THE BOARD:**1. AUDIT COMMITTEE:**

The Audit Committee met 07 (Seven) times during the financial year 2022-23. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates						
		21/04	30/05	08/07	09/08	06/09	14/11	14/02
Mr. Nirdesh Shah*	Chairman	✓	✓	✓	✓	✓	✓	✓
Mr. Atul Kumar	Member	✓	✓	✓	✓	✓	✓	✓
Mrs. Minakshi Singh	Member	✓	✓	✓	✓	✓	✓	✓
Mr. Rohit Navale ^{&}	Chairman	-	-	-	-	-	-	-

*Ceased to be the Chairman of the Committee w.e.f. 24th February, 2023.

&Appointed as the Chairman of the Committee w.e.f. 24th February, 2023.

The members of the Audit Committee are financially literate and have relevant experience in financial management expertise. The Company Secretary acts as the Secretary to the Committee. The Audit Committee, as and when considers appropriate, invites the Statutory Auditors and Internal Auditors at the meetings of the Committee.

The terms of reference of this Committee includes those specified under Regulation 18 read with Part C of Schedule II of the Listing Regulations in consonance with the provisions of Section 177 of the Companies Act, 2013.

2. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Board of Directors of the Company met 4 (Four) times during the financial year 2022-23 to discuss and deliberate on various matters. The composition of the Nomination and Remuneration Committee along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates			
		21/04	06/09	24/02	08/03
Mr. Nirdesh Shah*	Chairman	✓	✓	-	-
Mrs. Minakshi Singh	Member	✓	✓	✓	✓
Mr. Abhishek Sanga	Member	✓	✓	✓	✓
Mr. Rohit Navale ^{&}	Chairman	-	-	-	✓

*Ceased to be the Chairman of the Committee w.e.f. 24th February, 2023.

&Appointed as the Chairman of the Committee w.e.f. 24th February, 2023

The terms of reference of this Committee includes those specified under Regulation 19 read with Part D of Schedule II of the Listing Regulations in consonance with the provisions of Section 178 of the Act. The Company Secretary acts as the Secretary to the Committee.

Remuneration to Directors:

The Nomination and Remuneration Policy, which was approved by the Board is available on the website of the Company at www.jumpnetworks.in

Details of remuneration paid to Directors for FY 2022-23

Name of the Directors	Designation	Remuneration paid
Nil		

Details of shares of the Company held by Non-Executive Directors are as under:

Name of Member	No. of Equity shares held
Nil	

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Board of Directors of the Company met 05 (Five) times during the financial year 2022-23. The composition of the Stakeholders Relationship Committee along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates				
		21/04	30/05	09/08	14/11	14/02
Mr. Niradesh Shah*	Chairman	✓	✓	✓	✓	✓
Mr. Atul Kumar	Member	✓	✓	✓	✓	✓
Mrs. Minakshi Singh	Member	✓	✓	✓	✓	✓
Mr. Rohit Navale&	Chairman	-	-	-	-	-

*Ceased to be the Chairman of the Committee w.e.f. 24th February, 2023.

&Appointed as the Chairman of the Committee w.e.f. 24th February, 2023.

The terms of reference of this Committee includes those specified under Regulation 20 read with Part D of Schedule II of the Listing Regulations in consonance with the provisions of Section 178 of the Act.

Further, the Board of Directors of the Company have delegated the authority to approve the transfer, transmission, dematerialization of shares, etc., to any two members, jointly, of the Shareholders Committee including the Company Secretary.

4. RISK MANAGEMENT COMMITTEE:

The composition of the Risk Management Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates
		14-02-2023
Mr. Abhishek Sanga	Chairman	✓
Mr. Minakshi Singh	Member	✓
Mr. Niradesh Shah*	Member	✓
Mr. Rohit Navale&	Member	-

*Ceased to be the Member of the Committee w.e.f. 24th February, 2023.

&Appointed as the Member of the Committee w.e.f. 24th February, 2023.

The terms of reference of this Committee includes those specified under Regulation 21 read with Part D of Schedule II of the Listing Regulations.

The Company has adequate procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

GENERAL SHAREHOLDER'S INFORMATION:**General Body Meeting:**

The details of Special Resolutions passed at the Annual General Meetings held in last 3 (Three) years are as under:

Particulars	2021-22	2020-21	2019-20
Day & Date	Thursday, 29 th September, 2022	Thursday, 19 th May, 2022	Wednesday, 09 th December, 2020
Time	09:00 A.M.	10:00 A.M.	12:00 P.M.
Venue	Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 064	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104	Through Video Conferencing (VC) / Other Audio Visual Means (“OAVM”)
Special Resolutions	-	Appointment of Mr. Atul Kumar (DIN: 07271915) as the Managing Director of the Company.	<ul style="list-style-type: none"> ▪ Re-appointment of Ms. Neha Gupta (DIN: 07145514) as an Independent Director for the second term ▪ Appointment of Mr. Harshawardhan Sabale (DIN: 00168418) as Managing Director. ▪ Approval of the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate.

Postal Ballot:

During the year under review, no resolutions have been passed through Postal Ballot.

Other information:

Sr. No.	Particulars	Details
1.	Annual General Meeting date	Friday, 29 th September, 2023
2.	Annual General Meeting Time	10:00 A.M. (IST)
3.	Venue of Annual General Meeting	Panchayat Samiti Hall, Damu Nagar Road, Kandivali East – 400101
4.	Financial Year	1 st April 2022 to 31 st March 2023
5.	Book Closure Dates	Saturday, 23 rd September, 2023 to Friday, 29 th September, 2023 (both days inclusive)

6.	Cut-off Date	Friday, 22nd September, 2023
7.	E-voting period	Tuesday, 26th September, 2023 from 9.00 a.m. (IST) and shall end on Thursday, 28th September, 2023 at 5.00 p.m. (IST)
8.	Listing on Stock Exchange	BSE Limited
9.	Scrip Code	531337
10.	Scrip Id	WINPRO
11.	Depositories	National Securities Depository Limited Central Depository Services (India) Limited
12.	ISIN	INE974C01022
13.	Share Transfer Agents	Skyline Financial Services Pvt. Ltd Add: D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi – 110 020. Contact: 011-40450193/94/95/96/97 Email: info@skylinerta.com Website: www.skylinerta.com
14.	Interim Compliance Officer	Manav Kumar
15.	Correspondence Address	Office No. 212, 2 nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
16.	Telephone	+91 8108106033
17.	E-mail	corp.iris@gmail.com ;;
18.	Website	www.jumpnetworks.in

Financial Calendar:

Adoption of Quarterly Results for the Quarter ending	Tentative date of the Meeting of the Board of Directors
30 th June 2023	On or before 14 th August 2023
30 th September 2023	On or before 14 th November 2023
31 st December 2023	On or before 14 th February 2024
31 st March 2024	On or before 30 th May 2024

Share Transfer System:

The shares lodged for transfer, transmission, etc. are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

A summary of approved transfers, transmissions, dematerialization of shares, etc. is placed before the Board of Directors from time to time as per the Listing Regulations.

Trading in equity shares of the Company is permitted only in dematerialized form.

De-materialization of shares and liquidity:

The shares of the Company are compulsorily traded in demat form and are available for trading under both the Depository Systems in India – National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”).

As on March 31, 2023, a total of 99,113,160 shares of the Company, constituting 99.15 % of the total Share Capital, were in demat form. Details of the Demat and Physical shareholding of the Company are as under:

	No. of shares	Percentage (%)
At National Securities Depository Limited	45628554	45.65
At Central Depository Services (India) Limited	53484606	53.50
In Physical Form	848950	0.85
Total Paid-up Share Capital	99962110	100.00

Stock Market Price High-Low Data Of The Company For The Year 2022-2023:

The monthly high and low share prices and market capitalization of equity shares of the Company traded on BSE from April 1, 2022 to March 31, 2023 and the comparison in performance of share price of the Company vis-à-vis broad based Indices are given below:

Month	Share Price at BSE		S&P (BSE Sensex)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-22	7.32	5.55	60,845.10	56,009.07
May- 22	6.35	4.41	57,184.21	52,632.48
Jun-22	5.10	4.20	56,432.65	50,921.22
Jul-22	5.30	4.16	57,619.27	52,094.25
Aug-22	6.40	4.77	60,411.20	57,367.47
Sep-22	5.89	4.81	60,676.12	56,147.23
Oct-22	6.00	5.15	60,786.70	56,683.40
Nov-22	6.05	3.27	63,303.01	60,425.47
Dec-22	4.30	3.25	63,583.07	59,754.10
Jan-23	4.05	3.38	61,343.96	58,699.20
Feb-23	4.01	3.29	61,682.25	58,795.97
Mar-23	3.60	2.13	60,498.48	57,084.91

Distribution of Shareholding:

Class-wise distribution of Equity Shares as on 31st March 2023

No. of Shares	No. of Shareholders	% Shareholders	No. of Shares Held	Share holding Amount	% to Shareholding Amount
Up to 5000	35479	79.16	9788413	48942065	9.79
5001 – 10000	3859	8.61	6125108	30625540	6.13
10001 – 20000	2318	5.17	6833771	34168855	6.84
20001 – 30000	1180	2.63	5953464	29767320	5.96
30001 – 40000	379	0.85	2685595	13427975	2.69
40001 – 50000	460	1.03	4396376	21981880	4.40
50001 - 100000	579	1.29	8389855	41949275	8.39
100001 and above	563	1.26	55789528	278947640	55.81
Total	44817	100.00	99962110	499810550	100.00

Shareholding Pattern as on 31st March 2023:

Category of Shareholder	No. of Shareholders	No. of Shares	% of Shareholding
(A) Shareholding of Promoter Group			
(1) Indian			
Individual	2	18,39,297	1.84
Hindu Undivided Family	-	-	-
Directors	-	-	-
(2) Foreign	-	-	-
Sub Total (A)	2	18,39,297	1.84
(B) Public Shareholding			
(1) Institutions			
Foreign Portfolio Investors	1	12,50,000	1.25
(2) Non-Institutions			
Bodies Corporate	108	51,20,476	5.12
Individuals:			
Individual shareholders holding nominal share capital up to Rs.2,00,000/-	45597	5,21,39,823	52.16
Individual shareholders holding nominal share capital in excess of Rs.2,00,000/-	255	2,75,04,288	27.51
Non-Resident Indians	232	78,05,057	7.81
Trust	-	-	-
LLP	-	-	-
Hindu Undivided Family	403	40,14,451	4.02
Clearing Members	30	2,88,718	0.29
Firm	-	-	-
Unclaimed or Suspense or Escrow Account	-	-	-
Sub Total (B)	46,626	98,122,813	98.16
Total (A)+(B)	46,628	9,99,62,110	100.00
(C) Shares held by Custodians and against which DRs have been issued	-	-	-
(1) Promoter and Promoter Group	-	-	-
(2) Public	-	-	-
Sub Total(C)	-	-	-
Total (A)+(B)+(C)	46,628	9,99,62,110	100.00

Means Of Communication

- Quarterly results are displayed on the Company's website www.jumpnetworks.in after its submission to the Stock Exchanges.
- The quarterly results are also published in English Newspaper (all editions) and Marathi Newspaper (Mumbai edition).

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Sd/-

Atul Kumar
Managing Director
DIN: 07271915

Sd/-

Abhishek Sanga
Chairman & Director
DIN: 08309127

Place: Mumbai
Date: 05th September, 2023

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

To
The Members,
WinPro Industries Limited
(formerly known as Jump Networks Limited)

Pursuant to Regulation 34 (3) read with Schedule V Para D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), I hereby confirm that –

1. All Board members and Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board.
2. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

**Place: Mumbai
Date: 05th September, 2023**

**Sd/-
Atul Kumar
Managing Director
DIN: 07271915**

CERTIFICATE ON CORPORATE GOVERNANCE

[In terms of Regulations 34(3) and Schedule V (E) of SEBI
(Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,
The Members,
WinPro Industries Limited
(formerly known as Jump Networks Limited)

We have examined the compliance of conditions of Corporate Governance by **Winpro Industries Limited** (“**the Company**”) for the year ended 31st March, 2023 as stipulated in as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Management’s Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the designing, implementing and operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance 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.

For HRU & Associates
(Practicing Company Secretaries)

Sd/-

CS Himanshu Upadhyay
Proprietor
Membership No. A46800
CP No. 20259
Peer Review No.: 3883/2023

Date: 27.08.2023

Place: Mumbai

CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34 (3) read with Para C (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,
WinPro Industries Limited
(formerly known as Jump Networks Limited)
Office No. 212, 2nd Floor, Trade Centre,
G Block, Opp. MTNL, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

On the basis of examination of the books, minute books, forms and returns filed and other records maintained by the Company and declarations made by the Directors and explanations given by the Company, and subject to verification of records we hereby certify that –

The following persons are Directors of the Company during the FY 2022-23 and none of them have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory/regulatory authority(ies).

Sr. No.	Name of the Director	DIN	Designation
1.	Mr. Abhishek Sanga	08309127	Chairman, Non-Executive Director
2.	Mr. Atul Kumar	07271915	Managing Director
3.	Mr. Manav Kumar	08309105	Executive Director
4.	Mr. Anil Thakor	09168337	Non-executive Director
5.	Mrs. Minakshi Singh	07483620	Independent Director
6.	Mr. Rohit Navale	07471361	Independent Director

For HRU & Associates
(Practicing Company Secretaries)

Sd/-

CS Himanshu Upadhyay
Proprietor
Membership No. A46800
CP No. 20259
Peer Review No.: 3883/2023

Date: 27.08.2023

Place: Mumbai

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To,
Board of Directors,
Winpro Industries Limited
(formerly known as Jump Networks Limited)

We, **Atul Kumar**, Managing Director and **Manav Kumar**, Chief Financial Officer of the Company have reviewed financial statements along with cash flow statement for the year ended on 31st March 2023 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which were fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and 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 steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
 - Significant change in internal control over financial reporting during the year under reference;
 - Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - Instances of 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.

**By Order of the Board of Directors
For Winpro Industries Limited
(formerly known as Jump Networks Limited)**

Place: Mumbai
Date: 05th September, 2023

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

Sd/-
Manav Kumar
CFO

INDEPENDENT AUDITORS' REPORT

To
The Members
WinPro Industries Limited
(formerly known as Jump Networks Limited)
Office No. 212, 2nd Floor, Trade Centre,
G Block, Opp. MTNL, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Report on the Audit of the Financial Statements**1. Qualified Opinion:**

We have audited the Financial Statements of WinPro Industries Limited (“the Company”), which comprise the Balance sheet as at March 31, 2023, and the Statement of profit and loss, Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, 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 Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and loss, changes in equity and its cash flows for the year ended on that date.

2. Basis for Qualified Opinion:

The Company has not complied with various sections of the Act during the year. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, if any, on account of such non-compliances in the Financial Statements. In view of the above, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2023.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition:

Refer disclosures related to Revenue recognition in the accompanying Financial Statements for the year ended March 31, 2023.

There is an inherent risk with respect to accuracy of revenue recorded in respect of voice services due to the complexities of the IT systems and other support systems, significance of volumes of data processed by the systems and the impact of validity of the pins/calling cards.

Due to the significance of the above matter, we have considered this as a key audit matter. Our audit procedures in respect of this area included:

1. We performed the following substantive procedures:
 - I. verified the accuracy of customer invoices and traced receipts to customer invoices,
 - II. compared the number of pins activated as per the invoice with the IT system reports, and
 - III. tested reconciliations between billing system and the general ledger (including validation of relevant journal entries).
2. Performed cut-off procedures and ensured revenue is correctly recognized on a pro-rata basis for the active pins/calling cards having validity beyond March 31, 2023.
3. Verified the appropriateness of the accounting policies and the disclosures related to Revenue in the Financial Statements.

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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone 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.

Responsibilities of Management and Those Charged with Governance 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, including other 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 standalone 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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 Standalone 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 Standalone 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 Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, the company is exempt from getting an audit opinion on internal financial control to our separate Report in "**Annexure B**".

g. 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 regarding payment of managerial remuneration within limits.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts which 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 its knowledge and belief, 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 person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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 its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 have 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.

(d) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

(e) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W**

**Sd/-
CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256**

**UDIN: 23031256BGWFDJ4360
Place: Mumbai
Date: 30.05.2023**

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in our report to the member WinPro Industries Limited of even date),

Report 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 Companies Act, 2013 (Refer to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors’ Report to the members of the Company on the financial statements for the year ended March 31, 2023, we report the following:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(b) All the Property, Plant and Equipment of the Company have not been physically verified by the management during the year. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether such material discrepancies have been properly dealt with in the books of account.

(c) The Company does not hold any immovable property (in the nature of ‘property, plant and equipment’). Accordingly, the provisions of clause 3(1)(c) of the Order are not applicable.
- ii. The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- iii. The Company has granted loans, secured or unsecured to a Company covered in the register maintained under section 189 of the Act.
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the rate of interest and other terms and conditions on which the loans have been granted to the Companies in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
 - (b) In case of the loans granted to a Company listed in the register maintained under section 189 of the Act, schedule of repayment of principal and payment of interest have not been stipulated. In the absence of stipulation of repayment terms are unable to comment on the regularity of repayment of principal and payment of interest.
 - (c) In absence of the information relating to terms and conditions of the loan, we are unable to comment if there is any amount overdue for more than ninety days in respect of the loan granted to a Company listed in the register maintained under section 189 of the Act.
- iv. The Company is in non-compliance of section 185 and 186 of the Companies Act, 2013. The Company had placed a resolution before the shareholder in its Annual General Meeting dated December 16, 2020 to regularize the said non-compliance and seek approval of the limits for making investments extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates. However, the said resolution was not passed/approved by the shareholders. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, If any on account of such non-compliances or has approached National Company Law Tribunal for compounding of the violation. The effect of such non-compliance on the financial results of the Company is presently unascertainable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed thereunder.

- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is not regular in depositing undisputed statutory dues in respect of Income tax and is regular in depositing undisputed statutory dues, including Goods and Service tax, cess and other statutory dues applicable to it.

According to the information and explanation given to us, below are the undisputed amounts in respect of income-tax, goods and service tax, cess which were in arrears, as at March 31, 2023 for a period of more than six months from the date they became payable.

Statutory dues which were outstanding, as at March 31, 2023 for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount Rs	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act 1961	Tax Deducted at source	1,54,29,599/-	01/04/20 to 31/03/2021	31/05/2021	-
Profession Tax act	Profession Tax	5850/-	31/03/2021	30/06/2021	-

(b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax as listed below, have not been deposited by the Company with appropriate authorities on account of any dispute:

Name of the statute	Nature of the dues	Amount Rs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	0.15	AY 2008-09	Income Tax Appellate Tribunal
		0.93	AY 2009-10	Income Tax Appellate Tribunal
		10.94	AY 2010-11	Income Tax Appellate Tribunal
		77.92	AY 2011-12	Income Tax Appellate Tribunal
		38.63	AY 2012-13	Income Tax Appellate Tribunal
		39.40	AY 2013-14	Income Tax Appellate Tribunal
		44.94	AY 2014-15	Income Tax Appellate Tribunal
		34.84	AY 2015-16	Commissioner of Income Tax
		94.53	AY 2017-18	Commissioner of Income Tax

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.
- x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3 (xvi) of the Order are not applicable to the Company.
- xvii. On an examination of the Statement of Profit and Loss account, we are of the opinion that the Company has not incurred cash losses during the current financial year, hence clauses 3(xvii) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.
- xviii. There was end of term of the previous statutory auditors during the year as per section 140 of company Act, 2013 and new auditor is appointed as per under section 139 as per company Act, 2013, Accordingly, Clause (3)(xviii) Companies (Auditors Report) Order 2020 is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 that the 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. In our opinion and based on our examination, there is no unspent amount under subsection (5) of section 135 of the companies Act 2013, pursuant to any project, hence clauses 3(xx) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W

Sd/-
CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256

UDIN: 23031256BGWFDJ4360
Place: Mumbai
Date: 30.05.2023

1. **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **WinPro Industries Limited**,

Report on the Internal Financial Controls Over Financial Reporting 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 WinPro Industries Limited, (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 with reference to financial statements based on our audit conducted in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls with reference to financial statements of the Company.

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company’s internal financial control with reference to Financial Statements 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 with reference to Financial Statements 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 standalone¹ financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone¹ financial statements, 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 with reference to Financial Statements to future periods are subject to the risk that the

internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

According to the information and explanation given to us, the Company has not established its internal financial control with reference to Financial Statements on criteria based on or considering the essential components of internal control stated in the Guidance Note. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had internal financial controls with reference to Financial Statements and whether such internal financial controls were operating effectively as at March 31, 2023.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Financial Statements of the Company, and the disclaimer does not affect our opinion on the Financial Statements of the Company.

**For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W**

Sd/-

**CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256**

UDIN: 23031256BGWFDJ4360

Place: Mumbai

Date: 30.05.2023

WinPro Industries Limited
(formerly known as Jump Networks Limited)
CIN: L92412MH1992PLC067841

Balance Sheet as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Sr. No	Particulars	Notes	As at 31 March, 2023	As at 31 March, 2022
I.	ASSETS			
	Non-current assets			
	Property, plant and equipment	4	67.95	81.53
	Deferred tax assets (net)	5	45.81	45.81
	Total Non-current assets		113.76	127.35
	Current assets			
	Financial assets			
	(i) Trade Receivables	6	5,272.78	5,272.58
	(ii) Cash and Cash Equivalents	7	12.47	14.08
	(iii) Other financial assets	8	1,477.53	1,477.53
	Other current assets	9	1.80	1.80
	Total current assets		6764.38	6,765.99
	Total Assets		6,878.14	6,893.34
II	EQUITY AND LIABILITIES			
	Equity			
	Equity share capital	10	4,998.11	4,998.11
	Warrant Application Money Received		1,320.00	1,320.00
	Other equity	11	(2,983.11)	(2,962.47)
	Total equity		3,335.00	3,355.64
	Non-Current Liabilities			
	Other non-current liabilities	12	1,877.00	1,731.17
	Current liabilities			
	Borrowings	13	33.62	51.17
	Financial liabilities			
	Trade payables	14		
	-Dues to micro and small enterprises			-
	-Dues to others		507.82	508.15
	Other current liabilities	15	129.78	252.28
	Current tax liabilities	16	994.93	994.93
	Total current liabilities		1666.14	1,806.53
	Total liabilities		6,878.14	6,893.34
	TOTAL EQUITY AND LIABILITIES		6,878.14	6,893.34

Summary of significant accounting policies

The accompanying notes are integral part of financial statements.

This is the balance sheet referred to in our report of even date.

For Mohandas & Co.
Chartered Accountants
Firm registration Number: 133736W

For and on behalf of Board of Directors of
Winpro Industries Limited

Sd/-
CA. Belle Mohandas Shetty
Partner
Membership No: 031256

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

Sd/-
Abhishek Sanga
Non-Executive Director
DIN: 08309127

UDIN: 23031256BGWFDJ4360

Place: Mumbai
Date: 30 May, 2023

Sd/-
Manav Kumar
Director & CFO
DIN: 08309105

WinPro Industries Limited (formerly known as Jump Networks Limited) CIN: L92412MH1992PLC067841 Standalone Statement of Profit and Loss for the year ended March 31, 2023 (All amount in Rs Lakhs, unless otherwise stated)				
	Particulars	Notes	As at 31 March 2023	As at 31 March 2022
I.	INCOME			
	Revenue From Operations	16	-	-
	Interest Income	17	-	-
	Other Income	18	-	-
	Total Income		-	-
II.	Expenses			
	Cost of services provided	19	-	-
	Employee Benefit expenses	20	2.78	3.59
	Finance Costs	21	-	4.29
	Depreciation and amortisation expenses	22	13.58	13.65
	Other expenses	23	4.28	60.21
	Total expenses		20.64	81.74
III.	Profit/(Loss) before tax and exceptional item		(20.64)	(81.74)
IV	Exceptional item	24		
V	Profit/(Loss) before tax		(20.64)	(81.74)
VI	Tax expense	25		
	Current tax expense		-	-
	Deferred tax (credit)/ expense		-	-
	Total tax expense		-	-
VII	Net Profit/ (loss) for the year		(20.64)	(81.74)
VIII	Other comprehensive income	26		
	(i) Amount of items that will not be reclassified to profit or loss		-	-
	(ii) Income tax regarding to items that will not be reclassified to profit or loss		-	-
	Total comprehensive income for the year			
IX	Earnings/ (loss) per equity share	27		
	Basic (Rs per share)		(0.02)	(0.08)
	Diluted (Rs per share)		(0.02)	(0.08)
Summary of significant accounting policies The accompanying notes are integral part of financial statements. This is the balance sheet referred to in our report of even date.				
For Mohandas & Co. Chartered Accountants Firm registration Number: 133736W		For and on behalf of Board of Directors of Winpro Industries Limited		
Sd/- CA. Belle Mohandas Shetty Partner Membership No: 031256 UDIN: 23031256BGWFDJ4360		Sd/- Atul Kumar Managing Director DIN: 07271915	Sd/- Abhishek Sanga Non-Executive Director DIN: 08309127	
Place: Mumbai Date: 30 May, 2023		Sd/- Manav Kumar Director & CFO DIN: 08309105		

WinPro Industries Limited (formerly known as Jump Networks Limited) CIN: L92412MH1992PLC067841 Standalone Statement of Cash Flow for the year ended March 31, 2023 (All amount in Rs Lakhs, unless otherwise stated)		
Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and exceptional item	(20.64)	(81.74)
Exceptional Item	-	-
Profit before tax	(20.64)	(81.74)
Adjustment for:		
Depreciation and amortisation	13.58	13.65
Finance costs	-	4.30
Interest Income	-	-
Other Income	-	-
Bad debts	-	0.01
Balance Written off	-	-
Old balances written off	-	-
Operating Profit Before Working Capital Changes	(7.06)	(63.78)
Changes in Working Capital		
<i>Adjustments for (increase)/ decrease in operating assets and liabilities</i>		
Trade Receivables	(0.00)	91.54
Trade Payables	-	33.04
Other financial assets	-	(7.21)
Other current assets	-	-
Other financial liabilities	-	-
Other noncurrent liabilities	-	-
Other current liabilities	22.99	(1,406.32)
Cash generated from operations	15.93	(1,352.73)
Less: Tax paid (net)	-	-
Net cash flow from Operating Activities	15.92	(1,352.73)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Interest income on loans	-	-
Net cash used in investing activities(B)	-	-
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Long term borrowings repaid	-	-
Short term borrowings repaid	(17.55)	(14.64)
Warrants Application Money Received	-	1,320.00
Interest expenses paid	-	(4.30)
Net Cash Flows Used In Financing Activities (C)	(17.55)	1,301.06
Net increase in Cash and Cash equivalents(A+B+C)	(1.63)	(51.67)
Cash and Cash Equivalents at the beginning of the period	14.08	65.75
Cash and Cash Equivalents at the end of the period	12.47	14.08
Net Movement in Cash and Cash Equivalents	(1.63)	(51.67)
Summary of significant accounting policies The accompanying notes are integral part of financial statements. This is the balance sheet referred to in our report of even date.		
For Mohandas & Co. Chartered Accountants Firm registration Number: 133736W		For and on behalf of Board of Directors of Winpro Industries Limited
Sd/- CA. Belle Mohandas Shetty Partner Membership No: 031256 UDIN: 23031256BGWFDJ4360	Sd/- Atul Kumar Managing Director DIN: 07271915	Sd/- Abhishek Sanga Non-Executive Director DIN: 08309127
Place: Mumbai Date: 30 May, 2023	Sd/- Manav Kumar Director & CFO	

DIN: 08309105

WinPro Industries Limited
(formerly known as Jump Networks Limited)
CIN: L92412MH1992PLC067841
Standalone Statement of Changes in Equity for the year ended March 31, 2023
(All amount in Rs Lakhs, unless otherwise stated)

A. Equity Share Capital

Particulars	Number	Amount
Balance at the end of the year 31 March 2021	99,962,110	4,998.00
Changes in equity share capital during the F.Y. 2021-22	-	-
Balance at the end of the year 31 March 2022	99,962,110	4,998.00
Changes in equity share capital during the F.Y. 2022-23	-	-
Balance at the end of the year 31 March 2023	99,962,110	4,998.00

B. Other Equity

Particulars	Reserves & Surplus			
	Capital Reserve	Security Premium	General Reserve	Retained Earnings
Balance at the end of the reporting period 31 March 2021	61.00	8,246.00	17.00	(11,204.00)
Profit for the financial year 2021-22	-	-	-	(81.74)
Balance at the end of the reporting period 31 March 2022	61.00	8,246.00	17.00	(11,285.74)
Profit for the financial year 2022-23	-	-	-	(20.64)
Balance at the end of the reporting period 31 March 2023	61.00	8,246.00	17.00	(11,306.38)

Corporate information and significant accounting policies
 The notes are an integral part of these financial statements.

1&2

For Mohandas & Co.
 Chartered Accountants
 Firm registration Number: 133736W

For and on behalf of Board of Directors of
 Winpro Industries Limited

Sd/-
 CA. Belle Mohandas Shetty
 Partner
 Membership No: 031256
 UDIN: 23031256BGWFDJ4360

Sd/-
 Atul Kumar
 Managing Director
 DIN: 07271915

Sd/-
 Abhishek Sanga
 Non-Executive Director
 DIN: 08309127

Place: Mumbai
 Date: 30 May, 2023

Sd/-
 Manav Kumar
 Director & CFO
 DIN: 08309105

WinPro Industries Limited
(formerly known as Jump Networks Limited)
CIN: L92412MH1992PLC067841
Notes to Accounts for the year ended March 31, 2023
(All amount in Rs Lakhs, unless otherwise stated)

Note 4: Property, Plant & Equipment And Intangible Assets
Tangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	As on 01.04.2022	Additio n during the year	Deleti on	As on 31.03. 2023	As on 01.04. 2022	For the year	Delet ion	As on 31.03. 2023	As on 01.04. 2022	As on 31.03. 2023
Office equipment	4.26	-	-	4.26	2.22	1.73		3.95	2.04	0.31
Computers & Peripherals	4.24	-	-	4.24	2.63	1.07		3.70	1.61	0.54
Vehicle	96.29	-	-	96.29	18.41	10.78		29.19	77.88	67.10
Leasehold Improvements	0.73	-	-	0.73	0.73			0.73	-	-
Total	106	-	-	106	24	14	-	38	82	68

Particulars	Gross Block				Depreciation				Net Block	
	As on 01.04.2021	Additio n during the year	Deleti on	As on 31.03. 2022	As on 01.04. 2021	For the year	Delet ion	As on 31.03. 2022	As on 01.04. 2021	As on 31.03. 2022
Office equipment	4.26	-	-	4.26	0.42	1.80		2.22	3.84	2.04
Computers & Peripherals	4.24	-	-	4.24	1.56	1.07		2.63	2.68	1.61
Vehicle	96.29	-	-	96.29	7.63	10.78		18.41	88.66	77.88
Leasehold Improvements	0.73	-	-	0.73	0.73	-		0.73	-	-
Total	106	-	-	106	10	14	-	24	95	82

Particulars		As at 31 March 2023	As at 31 March 2022
5	Deferred tax asset		
	Deferred tax asset	45.81	45.81
		45.81	45.81

Particulars	As at 31 March 2023	As at 31 March 2022
6 Trade receivables, measured at amortized cost		
Un-secured, considered good	5,272.58	5,272.58
Secured, considered good		
	5,272.58	5,272.58
Particulars	As at 31 March 2023	As at 31 March 2022
7 Cash and cash equivalents		
Cash on hand		
Balances with banks	7.79	8.58
- in current accounts	4.68	5.50
	12.47	14.08
Particulars	As at 31 March 2023	As at 31 March 2022
8 Other current financial assets, measured at amortized cost		
Unsecured Loan given to third party		
Deposit	7.61	7.61
Interest Receivable	1,469.92	1,469.92
Total	1,477.53	1,477.53
Particulars	As at 31 March 2023	As at 31 March 2022
9 Other current assets		
Advance to vendors		
Balance with government authorities	0.71	0.71
Prepaid expenses	1.09	1.09
Total	1.80	1.80

Particulars	As at 31 March 2023	As at 31 March 2022
10 Equity		
Authorised capital		
15,00,00,000 (31st March 2022: 15,00,00,000)		
Equity Shares of Rs 5/- each	7,500.00	7,500.00
Issued, subscribed and paid-up		

9,99,62,110 Equity shares of Rs 5/- each (31st March 2022: 9,99,62,110)	4,998.11	4,998.11
	4,998.11	4,998.11

Notes:**a) Equity shareholders holding more than 5 percent shares in the Company:**

Name of the shareholder	As at 31 March 2023	As at 31 March 2022	%
-	-	-	
-	-	-	

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the year is as given below:

Particulars	As at 31 March 2023		As at 31 March 2022	
				Amount (INR lakhs)
Number of equity shares outstanding at the beginning of the year	99,962,110	4,998.11	99,962,110	4,998.11
Number of equity shares issued during the year				
Number of equity shares outstanding at the end of the year	99,962,110	4,998.11	99,962,110	4,998.11

c) Shareholding of promoters as below:-

Promoter Name	Number of share	% of total share	% of change during the year
VAISHALI RAJENDRA KARNIK	1,827,110	1.83	0%
RAJENDRA SHARAD KARNIK	12,187	0.01	0%
	1,839,297	2	

Particulars	As at 31 March 2023	As at 31 March 2022
11 Other Equity		
(i) Securities premium reserve		
Opening	8,245.51	8,245.51
Addition/(Deletion)		-

	Closing	8,245.51	8,245.51
(ii) Capital Reserve			
	Opening balance	60.90	60.90
	Addition/(Deletion)	-	-
	Closing	60.90	60.90
(iii) Retained Earnings			
	Surplus/(Deficit) in the statement of profit and loss		
	Opening balance	(11,285.70)	(11,203.96)
	Add: Profit for the year	(20.64)	(81.74)
		(11,306.34)	(11,285.70)
(iv) General Reserves			
	Opening Balance	16.82	16.82
	Add: Net Adjustment for the year		-
		16.82	16.82
		(2,983.11)	(2,962.47)
12 Non Current liabilities			
	Particulars	As at 31 March 2023	As at 31 March 2022
	Loans and advanced received	1,877.00	1,731.17
		1,877.00	1,731.17
	Particulars	As at 31 March 2023	As at 31 March 2022
13 Borrowings	Current borrowings	33.62	51.17
		33.62	51.17
	Particulars	As at 31 March 2023	As at 31 March 2022
14 Trade payables	Dues to Micro, Small and Medium Enterprises	-	-
	Others	507.82	508.15
		507.82	508.15

a. Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED),2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED), 2006 and based on the information available with the company, the followings are the details:

i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period	NIL	NIL
ii) the amount of interest paid by the buyer in terms of Section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period: Interest accrued and due thereon remaining unpaid	NIL	NIL
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under this Act.	NIL	NIL
iv) the amount of interest accrued and remaining unpaid at the end of each accounting period; and	NIL	NIL
v) the amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	NIL	NIL

b. Additional disclosures in respect of Trade payables Ageing as per Schedule III, Companies Act 2013

Particulars	As at 31 st March 2023			
	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	-		-	-
(ii) Others	507.82		-	-
(iii) Disputed dues -MSME	-		-	-
(iv) Disputed dues- others	-		-	-

Particulars	As at 31 st March 2022			
	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	-		-	-
(ii) Others	508.15		-	-
(iii) Disputed dues -MSME	-		-	-
(iv) Disputed dues- others	-		-	-

Particulars	As at 31 March 2023	As at 31 March 2022
15 Other current liabilities		
Trade Advances	60.26	182.71
Other Payables	0.06	0.06
Statutory dues payable	69.46	69.52
	129.78	252.29

16	Particulars	As at 31 March 2023	As at 31 March 2022
	Current Tax Liabilities (Net)		
	Provision for Income Tax	1164.60	1164.60
	Less: Advance tax and TDS receivable	-169.67	-169.67
		994.93	994.93

17	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Revenue from operations		
	Income from VOIP Services	-	-
	Sale of trade goods	-	-
		-	-

18	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Other income		
	Interest received	-	-
		-	-

19	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Purchases of Services		
	Purchase of VOIP Services	-	-
	Purchase of services for Hoarding and Digital Marketing	-	-
		-	-

	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
20	Employee benefits expense		
	Salary	2.67	3.59
	Gratuity expenses		-
	Staff welfare	0.11	-
		2.78	3.59
21	Finance cost		
	Bank Charges		
	Interest on Borrowing	-	3.95
	Interest on taxes	-	0.34
		-	4.29
22	Other expenses		
	Listing fees	1.32	18.29
	Rates and Taxes	0.34	0.48
	Legal and Professional Charges	1.44	2.83
	Advertisement Expenses	0.42	1.21
	Printing & Stationery	0.17	0.02
	Travelling & Conveyance Expenses	0.14	-
	Balances written off	-	0.01
	Telephone Expenses	0.19	-
	Office Expenses	0.05	0.69
	Office rent	-	5.13
	Auditors remuneration (refer note 15.1)	-	0.30
	Bank Charges	-	0.26
	Miscellaneous Expenses	0.20	30.99
		4.28	60.21

23. Related party disclosures

In accordance with the requirement of Indian Accounting Standard-24 the names of the related parties where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

i. Details of related parties:

Description of Relationship	Names of related parties
Related parties where control exists	Profin Capital Services Limited
- Subsidiaries	Shreni Constructions Private Limited

Key management personnel

Abhishek Saga (Non-Executive Non-Independent Director, Chairman)

Atul Kumar (Executive Director, MD)

Anil Thakor (Non-Executive Non-Independent Director)

Minakshi Singh (Non-Executive Independent Director)

Nirdesh Shah (Non-Executive Independent Director)

Manav Kumar (Chief Financial Officer)

Palak Pandey (Company Secretary and Compliance Officer)

ii. Transaction with related parties

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Trade advances		
Profin Capital Services Limited	-	-
Amount received	0.00	1.24
Amount paid	0.00	0.00
Loan given / repaid		
AMBE Securities Pvt Ltd.	1104.35	980.67
Others payable		
Profin Capital Services Limited	3.88	64.05
Loans given		
Sherin Constructions Private Limited	60.00	60.00

29. Financial Ratios**a. Current ratio = Current assets divided by current liabilities**

Particulars	As at 31 March 2023	As at 31 March 2022
Current Asset	6764.38	6765.99
Current Liabilities	1666.14	1806.53
Ratio	4.06	3.75
% Change from previous period	8%	-

Increase in Current ratio is because of more decrease in current liabilities as compare to decrease in current asset.

b. Debt Equity ratio= Total debt divided by total equity where total debt refers to sum of current and non

current borrowings		
Particulars	As at 31 March 2023	As at 31 March 2022
Total Debt	33.62	51.17
Total Equity	3335.00	3355.64
Ratio	0.01	0.02
% Change from previous period	-34%	
Decrease in Debt Equity ratio is because of decrease in total debt		
c. Debt Service Coverage Ratio: Earnings available for debt services by Total interest and principal repayments		
Particulars	As at 31 March 2023	As at 31 March 2022
Net profit / (loss) after tax	(20.64)	(81.74)
Add: Non cash operating expenses and finance cost		
-Finance Cost	0.00	4.30
-Depreciation	13.58	13.65
Earnings available for debt services (A)	(7.06)	(63.79)
Current borrowings	33.62	51.17
Add-Interest accrued but not due on borrowings	-	-
Total Debt (B)	33.62	51.17
Ratio (times) (A/B)	(0.21)	(1.25)
% Change from previous period	-83%	
d. Return on Equity Ratio / Return on Investment Ratio = Net Profit After tax divided by Average Equity		
Particulars	As at 31 March 2023	As at 31 March 2022
Net profit after tax	(20.64)	(81.74)
Average equity employed	3,335.00	3,355.64
Ratio(%)	-0.62%	-2.44%
% Change from previous period	75%	
Positive return on equity ratio is due to decrease in net loss during the year as compare to loss in previous year		
e. Trade Receivables turnover ratio = Sales divided by Average trade receivables		
Particulars	As at 31 March 2023	As at 31 March 2022
Revenue from operations	-	-
Average Trade Receivables	5,272.58	2,636.29
Ratio (times)	0.00	0.00
% Change from previous period	0.00	
f. Trade Payable Turnover ratio = Purchase divided by Average trade payable		
Particulars	As at 31 March 2023	As at 31 March 2022
Purchases	-	-
Average Trade Receivables	507.82	508.15
Ratio (times)	0.00	-
% Change from previous period	0.00	
g. Net Capital Turnover ratio = Sales divided by Net Working Capital whereas net working capital= current assets- current liabilities		
Particulars	As at 31 March 2023	As at 31 March 2022
Revenue from operations	-	-
Interest Income	-	-
Other Income	-	-
Total Income (A)	-	-
Net Working Capital (B)	5,098.24	4,959.46
Ratio (times) (A/B)	0.00	0.00
% Change from previous period	0.00	-
h. Net profit ratio = Net profit after tax divided by Sales		

Particulars	As at 31 March 2023	As at 31 March 2022
Net Profit after tax (A)	(20.64)	(81.74)
Total Income (B)	-	-
Ratio (times)	0.00	0.00
% Change from previous period	0.00	0.00

i. Return on Capital Employed (pre cash) = Earnings before interest and taxes (EBIT) divided by Average Capital Employed

Particulars	As at 31 March 2023	As at 31 March 2022
Profit before tax * (A)	(20.64)	(81.74)
Finance costs* (B)	-	-
Other income excluding Trade finance income (C)	-	-
EBIT (D)= (A)+(B)-(C)	(20.64)	(81.74)
Average Capital Employed	3,335.00	3,355.64
Ratio (%)	(0.01)	(0.02)
% Change from previous period	0.75	

Return on Capital Employed is positive due to decrease in net loss during the year as compare to loss in previous year.

Financial instruments

The carrying value and fair value of financial instruments by categories are as below:

Financial assets measured at amortised cost	Carrying value	
	March 31, 2023	March 31, 2022
Amortised cost		
Trade Receivables	5,272.58	5,272.58
Cash and Cash Equivalents	12.47	14.08
Other Financial Assets	1,477.53	1,477.53
Total assets	6,762.58	6,764.19

Financial liabilities

Amortised cost

Trade and other payables (^)		
Total outstanding dues of Micro Small and Medium Enterprises	507.82	508.15
Total outstanding due of others		
Total liabilities	507.82	508.15

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(*) The fair value of this investment in equity shares are calculated based on discounted cash flow approach for un-quoted market instruments which are classified as level III fair value hierarchy.

(^) The carrying value of these accounts is considered to be the same as their fair value, due to their short term nature. Accordingly, these are classified as level 3 of fair value hierarchy.

C. Financial Risk Management

i) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages risk and the related impact in the financial statements.

Risk	Exposure arising from	Management
Credit Risk	Cash and cash equivalents (other than cash), loans, financial assets measured at amortised cost	Highly rated bank deposits and diversifications of asset base and collaterals taken for assets.
Liquidity Risk	Borrowings and other financial liabilities	Availability of committed credit lines and borrowing facilities

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

A) Credit Risk

Credit Risk is the risk that counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, loans assets, and other financial assets measured at amortized cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the followings credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets

- (i) Low credit risk on financial reporting date
- (ii) Moderate credit risk
- (iii) High credit risk

The Company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents(other than cash), other bank balances, investments, loans and other financial assets	12 months expected credit loss
Moderate credit risk	Nil	Life time expected credit loss or 12 month expected
High credit risk	Nil	Life time expected credit loss fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a borrower declaring bankruptcy, or a litigation decided against the Company. The Company continues to engage with parties

whose balances are written off and attempts to enforce repayments. Recoveries made are recognised in statement of profit and loss.

Financial assets that expose the entity to credit risk*

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Low credit risk- Stage 1		
Trade Receivables	5,272.58	5,272.58
Cash and Cash Equivalents	12.47	14.08
(ii) Moderate credit risk- Stage 2	-	-
(iii) High credit risk- Stage 3	-	-

*These represent gross carrying values of financial assets, without deduction for expected credit losses. The Company does not have any significant or material history of credit losses hence the credit risk for all the financial assets has been considered to be negligible by the management as at closing date.

B) Liquidity Risk:

Liquidity Risk is the risk that the Company will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or other financial assets. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

All the financial liabilities of the Company are current in nature and are maturing within 12 months period. The amount disclosed in the financial statements are the contractual undiscounted cash flows.

C) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of change in market prices. It comprises of currency risk, interest rate risk and price risk.

a) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognized assets and liabilities denominated in a currency that is not the functional currency of the Company.

The Company does not have any significant or material foreign currency transactions hence the currency risk for all the financial assets and liabilities has been considered to be negligible by the management as at the closing date.

b) Interest rate risk

As the company does not have any long term borrowings outstanding or fixed rate deposits, hence it is not exposed to interest rate risk.

c) Price risk

As the Company does not have any investments outstanding or fixed rate deposits, hence it is not exposed to price risk.

31. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value. The following table summarizes the capital of the company.

Particulars	As at 31 March 2023	As at 31 March 2022
Equity share capital	4,998.11	4,998.11
Other Equity	(2,983.11)	(2,962.47)
Total equity (A)	2,015.00	2,035.64
Current borrowings	33.62	51.17
Total debt (B)	33.62	51.17
Less: Cash and cash equivalents	(12.47)	(14.08)
Net debt (C)	21.15	37.09
Capital and net debts (D= A+C)	2,036.15	2,072.72
Debt equity ratio (B/A)	0.02	0.03
Capital gearing ratio (B/D)	0.02	0.02

32. Prior year comparatives:

The figures of the previous year have been regrouped / reclassified, where necessary, to conform with the current years classification.

33. Impact of Covid-19 pandemic:

The outbreak of Coronavirus Disease 2019 (COVID-19), declared as a pandemic by the World Health Organizations, severely impacted the business and economic activities around the world including India. During the year ended 31 March 2023, both Central and State Governments of India had imposed lock down and other emergency restrictions which had led to the disruption of all regular business operations. Further, the recent second wave of COVID-19 has again resulted in partial lockdown/restrictions in various states. The Company is closely monitoring the impact of the aforementioned pandemic and has made detailed assessments and has considered all the possible effects, if any, on its liquidity positions, including recoverability of its assets as at balance sheet date and currently believes that there will not be any adverse impact on the long-term operations, financial positions and performance of the Company.

For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W

Sd/-
CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256
UDIN: 23031256BGWFDJ4360
Place: Mumbai
Date: 30.05.2023

Significant accounting policies:

Winpro Industries Limited**1. Corporate information**

Winpro Industries Limited ('the Company') was incorporated on July 23, 1992 under the provisions of the Companies Act applicable in India.

These financial statements were authorized for issue in accordance with a resolution of the directors on May 30, 2023.

2. Significant accounting policies:

Statement of compliance

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

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.1 Basis of preparation of financial statements:

The financial statements have been prepared on a historical cost convention on accrual basis, except for the financial instruments which have been measured at fair value as required by relevant Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

The financial statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest two decimals of Lakhs, unless otherwise stated.

2.2 Use of estimates and judgments:

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at

the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

The key assumptions concerning the future and other key sources of estimation uncertainty at the yearend date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next Financial Year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

- Recognition of revenue— Note 2.3(f)
- Current tax expense and current tax payable – Note 2.3(h)
- Impairment of financial assets – Note 2.3(k)

2.3 Significant accounting policies:

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

A. Property, plant and equipment and depreciation:

Property, plant, and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Property, plant, and equipment	
Office equipment	5 years
Computers	3 years
Leasehold improvements	Over the lease term

B. Intangible assets and amortization:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalised as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

C. Impairment of non-financial assets:

The Company assesses at each year end whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

D. Inventories:

Inventories are valued at the lower of cost and net realisable value. Traded goods are valued at the lower of cost and net realisable value. Cost of traded goods is determined on a weighted average basis. Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

E. Foreign currency transactions:

Functional and presentation currency

Items included in the financial statements are measured using the currency of the

primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

F. Revenue recognition:

The Company recognises revenue when (or as) the Company satisfies a performance obligation by transferring a promised goods or services to a customer. The promised good or service is transferred when (or as) the customer obtains control over a good or service.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from advertisement services:

Revenue from display of advertisement (billboards & digital media) is recognised over the period for which displays are made, which generally results in straight line revenue recognition over the period of the arrangement. Revenue is net of taxes, rebates and discounts.

Revenue from wholesale VOIP services:

Revenue from sales of VOIP pins is recognised over the period of validity of the pins on a straight -line basis over the period of its validity.

Unearned revenue represents unexpired period of the VOIP pins which represents contractual billing in excess of revenue recognised as per the terms of the contract.

G. Leases:

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second

Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116-Leases effective April 1, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (April 1, 2019). Accordingly, previous period information has not been restated.

The Company as a lessee:

The Company's lease asset classes primarily consist of leases of premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- I. the contract involves the use of an identified asset
- II. the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- III. the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

H. Income taxes:

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

Current tax:

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year-end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax:

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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 utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation

Minimum Alternate Tax (MAT):

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Current and deferred tax is recognized in Statement of Profit and 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.

I. Provisions and contingent liabilities:

Provisions are recognized when there is a present obligation as a result of a past event,

it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost

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

J. Employee benefits:

Employee benefits include salaries, wages, and gratuity.

Short-term employee benefits:

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefit: Defined contribution plan:

The Company has 41 employees during the year and hence it is not covered under the provisions of Employees Provident Fund Scheme 1952, no provision has been made in the books of accounts for the same.

Post-employment benefits: Defined benefit plan:

Defined benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of

changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Leave encashment:

The Company does not accumulate the leave of the employees.

Short term employee benefits:

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

K. Financial instruments:

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of profit and loss.

Financial assets:

a) Recognition and initial measurement:

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

b) Classification of financial assets and Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in following categories:

- i) at amortized cost; or
- ii) at fair value through other comprehensive income; or
- iii) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized 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 amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

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 recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized 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 (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income. Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

c) Impairment of financial assets:

In accordance with Ind AS 109, Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12-months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in

accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

d) Derecognition of financial assets:

A financial asset is derecognized only when

- i) the rights to receive cash flows from the financial asset is transferred or
- ii) 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.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

a) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

b) Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL and Interest income is recognised in profit or loss.

L. Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

M. Segments reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has appointed a steering committee consisting of Chief Executive Officer, Chief Financial Officer and Chief Operating Officer, which assesses the financial performance and position of the Company and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker.

N. Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's

earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

3. Related Party Transactions:

a) Names of related parties and description of relationship as identified and certified by the Company:

Entity under common control:

Profin Capital Services Limited

Shreni Constructions Private Limited

Key Management Personnel (KMP):

Abhishek Sanga - Non-Executive Non-Independent Director, Chairman

Atul Kumar - Executive Director, MD

Anil Thakor - Non-Executive Non-Independent Director

Minakshi Singh - Non-Executive Independent Director

Nirdesh Shah - Non-Executive Independent Director

Manav Kumar - Chief Financial Officer

Palak Pandey - Company Secretary and Compliance Officer

b) Transaction with Related Parties

l) Transactions with related parties for the financial year ended March 31, 2023:

Particulars	March 31, 2023	March 31, 2022
Trade Advance		
Profin Capital Services Limited (amount received)	0.00	1.24
Profin Capital Services Limited (amount paid back)		
Loan given/repaid		
AMBE Securities Pvt Ltd.	1104.35	980.67
Shreni Constructions Private Limited (loan repaid)	-	-
Shreni Constructions Private Limited (Int. accrued on loan given)	-	-
Shreni Constructions Private Limited (Int. on loan given)	-	-
ProFin Capital Services Limited (Interest Accrued on loan given)	-	-

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II) Amount due to/from related party as on:

Particulars	March 31, 2023	March 31, 2022
Other payable		
Profin Capital Services Limited	3.88	64.05
Loan given		
Shreni Constructions Private Limited	60	60

4. Segment reporting:

a) Accounting Classification and Fair Values:

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities

(Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments in an active market;
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

There were no significant changes in the classification and no significant movements between the fair value hierarchy classifications of assets and liabilities during the period.

The carrying amount of trade receivables, trade payables, cash and cash equivalents, security deposits, deposits with Government Authorities and other receivables are considered to be the same as their fair values.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

b) Measurement of Fair Values:

Valuation techniques and significant unobservable inputs: Level 2 fair values of financial instruments are based on present values of expected payment discounted using a risk adjusted discount rate.

c) Financial Risk Management:

The Company is exposed to financial risks in the form of credit, liquidity, and market risks. Market risks include price and currency risk. The following paragraphs provide details of these and other financial opportunities and risks and how they are managed.

The management of financial opportunities and risks takes place using established, documented processes. One component is financial planning, which serves as the basis for determining liquidity risk and the future foreign currency risks.

d) Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables.

Trade receivables:

The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company and individual receivable specific provision where applicable.

Cash and cash equivalents and other bank balances:

The Company held cash and cash equivalents with credit worthy banks and financial institutions of ₹ 65.75 Lakhs and INR 65.75 Lakhs as at March 31, 2022 and March 31, 2021 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Loan and security deposits:

The Company has given loans and paced security deposit to lessors for premises leased by the Company as at March 31, 2020 and March 31, 2019. The credit worthiness of such parties is evaluated by the management on an ongoing basis and is considered to be good.

ii. Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

iii. Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and

revenue generating and operating activities in foreign currencies.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. However, the Company doesn't have any long-term borrowings as at March 31, 2022.

Currency risk:

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar against the functional currency of the Company.

Capital Management:

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern, optimize returns to the shareholders and maintain optimal capital structure to reduce the cost of capital.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

**For Mohandas & Co.
Chartered Accountants
Firm Reg. No. 106529W**

**Sd/-
CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256
UDIN: 23031256BGWFDJ4360
Place: Mumbai**

WINPRO INDUSTRIES LIMITED*(formerly known as Jump Networks Limited)***CIN: L92412MH1992PLC067841****Registered Office:** Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051**Email:** corp.iris@gmail.com; info@jumpnetworks.in; compliance@jumpnetworks.in;**Website:** www.jumpnetworks.in**PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*I/We, being the member(s) of **Winpro Industries Limited** (formerly known as *Jump Networks Limited*) holding _____ shares hereby appoint:

Name:	E-mail Id:
Address:	
Signature, or failing him/her	

Name:	E-mail Id:
Address:	
Signature, or failing him/her	

Name:	E-mail Id:
Address:	
Signature, or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on **Friday, 29th September, 2023** at **10:00 a.m.** at “Panchayat Samiti Hall, Damu Nagar Road, Kandivali East – 400101” and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
Ordinary business:			
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the report of the Board of Director's and Auditor's thereon.		
2.	To re-appoint Mr. Anil Thakor (DIN: 09168337), who retires by rotation and being eligible, offers himself for re-appointment.		
Special business:			
3.	To Regularize Appointment of Mr. Rohit Navale (DIN: 07471361) As Non-Executive - Independent Director Of The Company		

*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the for or against column blank against any resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note: Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the management.

Signed: ____ Day of _____, 2023

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Re.1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WINPRO INDUSTRIES LIMITED**(formerly known as Jump Networks Limited)****CIN: L92412MH1992PLC067841****Registered Office:** Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.**Email:** corp.iris@gmail.com, info@jumpnetworks.in, compliance@jumpnetworks.in**Website:** www.jumpnetworks.in**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

30th Annual General Meeting

I/ We hereby record my/ our presence at the 30th Annual General Meeting of the Company to be held on **Friday, 29th September, 2023 at 10:00 a.m.** at “Panchayat Samiti Hall, Damu Nagar Road, Kandivali East – 400101”.

DP ID No.*:	L.F. No.:
Client I.D. No. *:	No. of Shares held:
Name:	
Address:	
If Shareholder(s), please sign here:	If Proxy, please sign here:

(Member's /Proxy's Signature)
Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

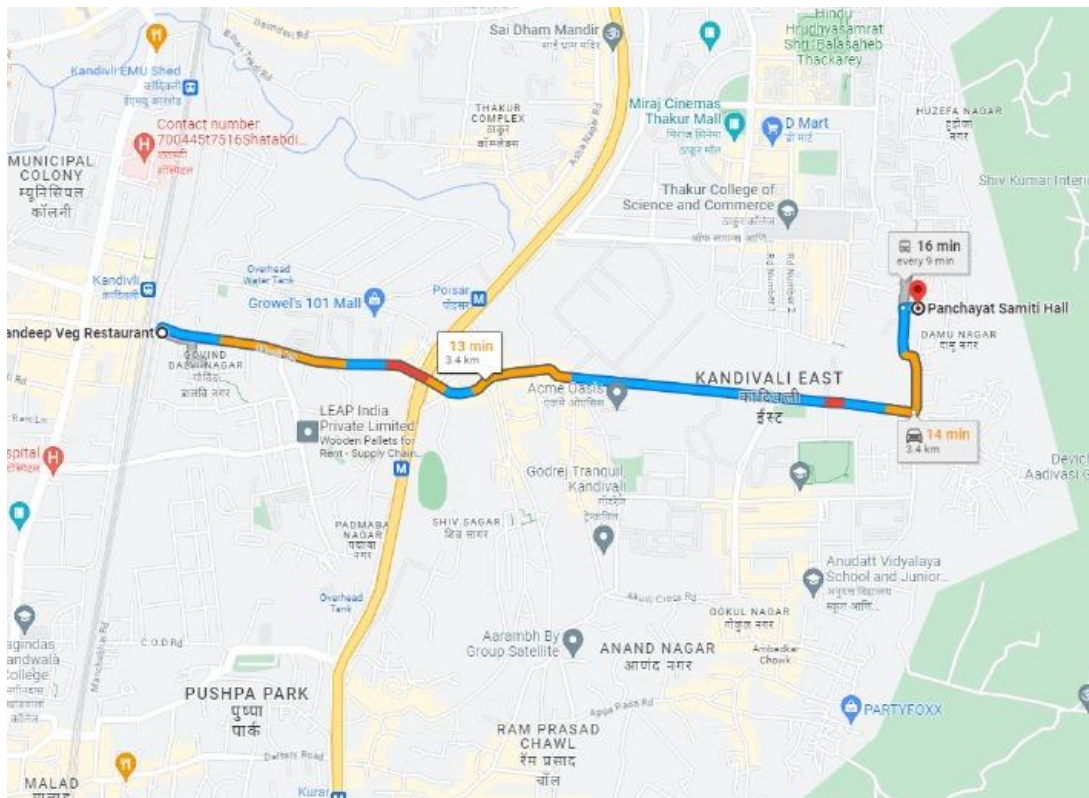
WINPRO INDUSTRIES LIMITED
(formerly known as Jump Networks Limited)
CIN: L92412MH1992PLC067841

Registered Office: Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

Email: corp.iris@gmail.com, info@jumpnetworks.in, compliance@jumpnetworks.in
Website: www.jumpnetworks.in

Route Map for 30th Annual General Meeting

Date : 29th September, 2023
Day : Friday
Time : 10:00 a.m.
Address : Panchayat Samiti Hall, Damu Nagar Road, Kandivali East – 400101



BOOK POST

WINPRO INDUSTRIES LIMITED

OFFICE NO. 212, 2ND FLOOR, TRADE CENTRE,

G BLOCK, OPP. MTNL, BANDRA KURLA COMPLEX,

BANDRA (EAST), MUMBAI – 400 051