

## WinPro Industries Limited

CIN:- L92412MH1992PLC067841

Reg. Off.: Off. no. 212, 2nd Flr, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Email: - [corp.iris@gmail.com](mailto:corp.iris@gmail.com) Tel:- +91 8108106033; Website: [www.jumpnetworks.in](http://www.jumpnetworks.in)

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**05<sup>th</sup> September, 2024**

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

**Sub.: Annual Report for Financial Year 2023-24 along with the Notice of 31<sup>th</sup> 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 2023-24, which contains, inter-alia, the Notice convening the 31<sup>st</sup> 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**

*Abhishek Sanga*

**Abhishek Sanga**  
**Director**  
**DIN: 08309127**



**Date: 05.09.2024**  
**Place: Mumbai**



# WINPRO INDUSTRIES LIMITED

## ANNUAL REPORT

FY 2023-24

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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 (E), Mumbai - 400066.

### Internal Auditor

#### **Poonam Patni & Co., Chartered Accountant**

Chartered Accountants

FRN 017759C)

Add: 306-A. G. K. Anandam, Survey No. 69/ 3. Pipliyakumar, Nipania, Indore-(M.P.)-10

### Secretarial Auditor

#### **M/s. JCA & Co.**

Practicing Company Secretaries

(ACS no.: F11127)

Add: Office No. 23 Ground Floor, Swaymbhu Gaodevi SRA Building, Carter Road No. 2, Borivali (E), Mumbai – 400066.

### Registrar & Transfer Agent

#### **Skyline Financial Services Private Limited**

Add: D-153 A, 1<sup>st</sup> 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, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (E), Mumbai – 400051

### Email

[corp.iris@gmail.com](mailto:corp.iris@gmail.com)

### Contact No.

+91 81081 06033

### Website

[www.jumpnetworks.in](http://www.jumpnetworks.in)

# NOTICE

**NOTICE** IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF WINPRO INDUSTRIES LIMITED FOR THE FY 2023-24 WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 10:30 A.M. AT SAMMELAN HALL, A101, SAMARTH COMPLEX, JAWAHAR NAGAR, GOREGAON (WEST), MUMBAI – 400104 TO TRANSACT THE FOLLOWING BUSINESSES:

## **ORDINARY BUSINESSES:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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. Abhishek Sanga (DIN: 08309127), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** Mr. Abhishek Sanga (DIN: 08309127), 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.

**RESOLVED FURTHER THAT** any of the Directors for the time being and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard"

3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting and to fix their remuneration:

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

**"RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Rishi Sekhri & Associates, Chartered Accountants (Registration No. 128216W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** any of the Directors for the time being and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard”

**By Order of the Board of Directors  
For WinPro Industries Limited**

Sd/-

**Atul Kumar**

**Managing Director**

**DIN: 07271915**

**Place: Mumbai**

**Date: 5<sup>th</sup> September, 2024**

#### **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.
2. 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.
3. The Register of Members and the Share Transfer Books will remain closed from **Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive)** for the purpose of the Annual General Meeting.
4. 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.
5. 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.
6. 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.
7. 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.
8. The Notice of the AGM along with the Annual Report of 2023-24 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 2023-24 will also be available on the Company's website viz. [www.jumpnetworks.in](http://www.jumpnetworks.in)

9. An explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("act") setting out the material facts concerning the businesses to be transacted is annexed hereto.
10. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of **Monday, 23<sup>rd</sup> September, 2024** will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
11. The e-voting period shall commence on **Friday, 27<sup>th</sup> September, 2024 from 9.00 a.m. (IST) and shall end on Sunday, 29<sup>th</sup> September, 2024 at 5.00 p.m. (IST)**. E-voting shall not be allowed beyond the said date and time.
12. The Board of Directors of the Company ("the Board"), has appointed as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
13. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this AGM will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
14. To support the "Green initiative" members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

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

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

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

- a) The voting period begins on **Friday, 27<sup>th</sup> September, 2024** from 9.00 a.m. (IST) and shall end on **Sunday, 29<sup>th</sup> September, 2024** 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 **Monday, 23<sup>rd</sup> September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) 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.**

- a) 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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>



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

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

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

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

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	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)  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. 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.

b. After entering these details appropriately, click on "SUBMIT" tab.

c. 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.

- d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e. Click on the EVSN for the relevant WinPro Industries Limited on which you choose to vote.
- f. 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.
- g. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- h. 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.
- i. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- k. 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.
- l. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- m. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  3. 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.
  4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  5. 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.
  6. Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@aayushwellness.com](mailto:cs@aayushwellness.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be

considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

**By Order of the Board of Directors  
For WinPro Industries Limited**

**Place: Mumbai  
Date: 05<sup>th</sup> September, 2024**

**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**

<b>Name of the Director</b>	<b>Mr. Abhishek Sanga</b>
DIN	08309127
Date of Birth	07/07/1991
Date of Appointment	14/01/2019
Brief Profile	Mr. Abhishek Sanga holds an MBA degree in Marketing and also has over Five years of experience in the field of financial accounting.
Qualification	MBA degree in Marketing
Expertise in Special Functional	Financial Accounting
Directorship held in other Public Limited Companies	1
Number of shares held in the Company	Nil
Inter se Relationship with the Board	None

**By Order of the Board of Directors**  
**For WinPro Industries Limited**

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

**Place: Mumbai**  
**Date: 5<sup>th</sup> September, 2024**

# BOARD'S REPORT

For the financial year ended on 31<sup>st</sup> March 2024

To,  
The Members,  
**WinPro Industries Limited**

Your Directors have pleasure of submitting their 31<sup>th</sup> Annual Report together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March 2024.

(i) **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, 2024	Year ended March 31, 2023
Revenue from Operations	0.00	0.00
Other Income	0.00	0.00
<b>Total Revenue</b>	<b>0.00</b>	<b>0.00</b>
Less: Expenditure	<b>28.12</b>	<b>20.64</b>
<b>Profit before Tax</b>	<b>(28.12)</b>	<b>(20.64)</b>
Exceptional Items	0.00	0.00
Less: Current Income Tax	0.00	0.00
Less: Deferred Tax	0.00	0.00
<b>Profit / (Loss) after Tax</b>	<b>(28.12)</b>	<b>(20.644)</b>
Earnings per share (Basic)	(0.03)	(0.02)
Earnings per share (Diluted)	(0.03)	(0.02)

(ii) **DIVIDEND AND GENERAL RESERVE:**

Your Directors do not recommend any dividend on Equity Shares for FY 2023-24. During the year no amount has been transferred to General Reserve.

(iii) **SHARE CAPITAL:**

**Authorized Share Capital:**

The Authorized Share Capital of the Company as at March 31, 2024 was Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 14,00,00,000 (Fourteen Crore only) Equity Shares of Rs. 5/- each.

**Issued & Subscribed Share Capital:**

As on the March 31, 2024, the Issued & Subscribed Capital of the Company stands at Rs. 49,98,10,550/- (Forty-Nine Crores Ninety-Eight Lakhs Ten Thousand Five Hundred and Fifty Only) divided into 9,99,62,110 (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.

(iv) **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.

(v) **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.

(vi) **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.

(vii) **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.

(viii) **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.

(ix) **MEETING OF INDEPENDENT DIRECTORS:**

A separate meeting of Independent Directors was held on 12<sup>th</sup> February, 2024. Other relevant information regarding the meeting is provided in the Corporate Governance Report forming part of the Annual Report.

(x) **CORPORATE SOCIAL RESPONSIBILITY:**

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

(xi) **CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**1) 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.

**2) Technology Absorption**

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

**3) Foreign Exchange Earning and Outgo**

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

(xii) **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**”.

(xiii) **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](http://www.jumpnetworks.in)

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

(xiv) **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.

(xv) **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Details of Directors and Key Managerial Personnel's (KMPs) as on 31<sup>st</sup> March, 2024 are as follows:

Sr. No.	Name of Directors and KMP	Designation	Date of Appointment on the Board	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 & CFO	29-11-2021	-
6)	Mr. Rohit Navale	Independent Director	24-02-2023	-

(xvi) **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. Abhishek Sanga 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/KMP:**

During the year under review, there were no changes in the composition of the Board of Directors and KMPs of the Company.

(xvii) **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.

(xviii) **BOARD MEETINGS:**

During the year under review the Board met 05 (Five) times on 30th May, 2023, 14th August, 2023, 05th September, 2023, 03rd November, 2023 and 13th February, 2024. The details of the Board Meetings and Committees Meetings held during the financial year 2023-24 are specifically given in the Corporate Governance Report forming part of the Annual Report.

(xix) **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

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

(xx) **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 2023-24 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**”.

(xxi) **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Prevention of Sexual Harassment Policy is available on the Company's website [www.jumpnetworks.in](http://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.

(xxii) **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](http://www.jumpnetworks.in)

(xxiii) **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](http://www.jumpnetworks.in).

(xxiv) **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.

(xxv) **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:

- 1) That in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March 2024, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 2) 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;
- 3) 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;
- 4) That the Directors have prepared the annual accounts on a going concern basis;
- 5) 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
- 6) 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.

(xxvi) **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:

- A. Audit Committee;
- B. Stakeholders Relationship Committee;
- C. Nomination and Remuneration Committee;
- D. Risk Management Committee.

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

(xxvii) **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.

(xxviii) **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.

(xxix) **AUDITORS AND THEIR REPORTS:**

**Statutory Auditor:**

M/s. Mohandas & Co., Chartered Accountants, (ICAI Registration No. FRN 106529W) were appointed as the Statutory Auditor at the Annual General Meeting held on 19<sup>th</sup> May 2022. However, his term of his appointment is only till the ends this Annual General Meeting.

On recommendation of the Audit Committee, the Board proposes the appointment of M/s. Rishi Sekhri & Associates Chartered Accountants, (ICAI Registration No. 128216W for a term of 5 Year.

**Auditor's Report:**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments u/s 134(3)(f)(i) of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act, the Board of Directors had appointed **CS Chirag Jain of M/s. JCA & Co, Practicing Company Secretaries (Membership No.: F11127 & COP No.: 13687)**, as Secretarial Auditors of the Company for the financial year 2023-24. The Report on Secretarial Audit in the prescribed format of 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. Poonam Patni & Co., Chartered Accountant as an Internal Auditor of the Company for FY 2023 – 24.

(xxx) **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.

(xxxi) **EXTRACT OF ANNUAL RETURN:**

The Annual Return of the Company as on 31<sup>st</sup> March 2024 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**”.

(xxxii) **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.

(xxxiii) **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.

(xxxiv) **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**

**Place: Mumbai  
Date: 5<sup>th</sup> September, 2024**

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

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

# MANAGEMENT DISCUSSION AND ANALYSIS

## GLOBAL ECONOMIC OVERVIEW

The global economy in 2024 is expected to continue its gradual recovery from the pandemic and geopolitical shocks. China's strong rebound following the reopening of its economy is a significant driver of this recovery. Supply-chain disruptions are easing, and the impacts on energy and food markets from the war in Ukraine are diminishing. Additionally, the synchronized tightening of monetary policy by central banks worldwide is anticipated to help bring inflation closer to target levels. Global growth is projected to stabilize at 3.0% in 2024, reflecting a modest improvement from the previous year.

Looking ahead to 2025, the global economy is forecasted to grow at a steady pace of 3.3%. Inflation is expected to continue its downward trend, with global inflation projected to soften to 4.1% in 2024. Advanced economies are likely to see moderate growth, while emerging markets and developing economies are expected to maintain robust growth rates. Key challenges will include managing inflation expectations, addressing high debt levels, and navigating ongoing geopolitical uncertainties. Structural reforms and enhanced international cooperation will be crucial in ensuring sustainable economic growth and stability.

## INDIAN ECONOMIC OVERVIEW

In 2023, the Indian economy demonstrated remarkable resilience, achieving a real GDP growth rate of 8.2%. This growth was driven by strong performances in the manufacturing and construction sectors, both of which grew by 9.9%. Retail inflation averaged 6.7% in 2023 but showed signs of easing towards the end of the year. The fiscal deficit of the Union Government decreased from 6.4% of GDP in FY23 to 5.6% in FY24, reflecting improved fiscal management. Additionally, the Gross Fixed Capital Formation (GFCF) from private non-financial corporations increased by 19.8%, indicating robust investment activity.

Looking ahead to 2024, India's economy is projected to grow between 6.5% and 7%. The services sector continues to be a significant contributor, accounting for 54.7% of the Gross Value Added (GVA) at current prices<sup>1</sup>. The manufacturing sector is expected to maintain its momentum, supported by strong domestic demand and government reforms. Inflation is anticipated to decline further, with retail inflation projected to be around 5.4%. The overall economic outlook remains positive, with expectations of sustained growth driven by increased capital expenditure and improved export performance.

## BUSINESS OUTLOOK

In 2024, the technology industry is expected to experience a modest recovery, driven by increased investments in artificial intelligence (AI), cloud computing, and cybersecurity. Despite ongoing challenges such as supply chain disruptions and geopolitical uncertainties, tech companies are focusing on innovation and growth. The industry is likely to see a surge in enterprise spending on software and IT services, particularly in areas like generative AI and intelligent automation. This renewed focus on digital transformation is anticipated to help organizations streamline their operations and enhance productivity.

WinPro, in particular, is poised to capitalize on these trends by continuing to expand its digital and embedded capabilities. The company aims to assist its clients in navigating the digital future by leveraging cutting-edge technologies and innovative solutions. By investing in AI and cloud services, WinPro is well-positioned to address the evolving needs of its clients and drive significant growth in the coming year.

**FINANCIAL PERFORMANCE****(Rs. In lakhs)**

<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Revenue from Operations	0.00	0.00
Other Income	0.00	0.00
<b>Total Revenue</b>	<b>0.00</b>	<b>0.00</b>
Less: Expenditure	<b>28.12</b>	<b>20.644</b>
<b>Profit before Tax</b>	<b>(28.12)</b>	<b>(20.644)</b>
Exceptional Items	0.00	0.00
Less: Current Income Tax	0.00	0.00
Less: Deferred Tax	0.00	0.00
<b>Profit / (Loss) after Tax</b>	<b>(28.12)</b>	<b>(20.644)</b>
Earnings per share (Basic)	(0.03)	(0.02)
Earnings per share (Diluted)	(0.03)	(0.02)

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.

**OPPORTUNITIES AND THREATS:**

Winpro, operating in the digital and IT services sector, has several opportunities to explore:

**Digital Transformation Services:** With the increasing demand for digital solutions, Winpro can leverage its expertise in core technology and infrastructure to help businesses transition to digital platforms.

**Consumer Devices and Content:** Expanding its offerings in consumer devices and digital content can help Winpro tap into the growing market for digital connections and entertainment.

**Education Technology:** Winpro can venture into the education technology sector, providing augmented reality solutions to enhance learning experiences.

**Geographical Expansion:** By extending its services to remote areas, Winpro can increase its market reach and customer base.

**Sustainability and Green Technology:** Investing in sustainable and green technologies can open new avenues for growth and align with global trends towards environmental responsibility.

**Innovation and R&D:** Continuous investment in research and development can help Winpro stay ahead of technological advancements and offer cutting-edge solutions to its clients.

**THREATS, RISKS AND CONCERNS:**

WinPro recognizes that every business has its inherent risks and it is required to possess a proactive approach to identify and mitigate them. Our Company has embedded an efficient organizational risk management framework, which regularly scans all possible internal and external environment to identify risks, decide on possible mitigation plans and incorporate them in its strategic plans.

Some of the key risks include industry risk, client concentration, technology risks and Financial risk. The processes relating to minimizing of the above risks have already been put in place at different levels of management. The risk mitigation plans are regularly monitored and reviewed by the Management and Audit Committee of our Company.

WinPro also has a Risk Management Committee whose mission consists of risk identification, as well as its quantification, evaluation, acceptance and management. The decisions are made by considering Risk Assessments within the context of political, economic, and social realities.

#### **Financial Risks:**

The happenings and Financial developments in the large markets that we operate in have very significant impact on our business conditions, but these are the things which are beyond our control. However, we always make sure that we are not vulnerable to major risks of this nature by taking these risks into account while conducting our business. We mitigate these risks by appropriate hedging strategies. The risk policy of the Board covers some of this large macro level risk and the remedial measures taken by the Company to face and mitigate some of these risks.

#### **Competition Related Risks:**

India has established itself as the major off shoring destination for global IT Media companies. IT Media companies are facing tremendous pressure on cost, productivity, and ROI. Thus, the Indian IT Media sector needs to make extra endeavor to remain competitive in terms of cost efficiency measures and scalability of various high-end services to handle competition. We compete with other technology service providers in response to requests for proposals and in certain services there is increased competition resulting in pressures in pricing. The Company's capability to offer innovative and value-added solutions and services by integrating its diverse domain knowledge enables it to move ahead in an environment of increasing competition.

WinPro is aware of these challenges and is positive about its prospects. Change in government policies, rise in inflation, unexpected events and increasing competition are some of the threats that can dampen the Company's position and growth. However, our Company is capable and very vigilant to tackle all such threats as we have very strong processes in place to address any challenges.

#### **Regulatory Risk:**

The Technology industry suffers from a plethora of Central and State levies including levies by local bodies and authorities which add to the cost of business. Indeed, policy and regulation can have a significant impact on businesses, especially those operating in the technology sector where innovation is necessary and constant. Innovative businesses are at risk of falling foul of outdated laws or hastily introduced new ones that could harm their operations and growth. Developments in terms of amendments in existing tax laws, new laws like Goods and Services Tax (GST), landmark judgments, notifications, lead to an ever-changing regulatory framework that has posed a mitigated risk to the sector

#### **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.

#### **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**

**Place: Mumbai  
Date: 5<sup>th</sup> September, 2024**

**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:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
4. 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.
5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
6. To assist the Board in fulfilling responsibilities.

### APPLICABILITY:

This Policy is applicable to:

1. Directors viz. Executive, Non-executive and Independent
2. Key Managerial Personnel (KMPs)
3. Senior Management Personnel (SMPs)
4. Other Employees of the Company, as applicable.

### ACCOUNTABILITIES:

1. The Board is ultimately responsible for the appointment of Directors and KMPs.
2. 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:

1. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole time Director;
2. Chief Financial Officer;
3. Company Secretary;
4. 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:

1. 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;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. 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:**

- **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.

- **Term / Tenure:**

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.

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.

- **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.

- **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.

- **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:
  - The Services are rendered by such Director in his capacity as the professional; and
  - 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**

**Place: Mumbai  
Date: 05<sup>th</sup> September, 2024**

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

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

## 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:

**i. 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-							

**ii. 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**

Sd/-

**Atul Kumar**  
Managing Director  
DIN: 07271915

Sd/-

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

Place: Mumbai

Date: 5<sup>th</sup> September, 2024

## Annexure – 4

**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 2023-24 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.	Mrs. Minakshi Singh	Non-Executive - Independent Director	-
6.	Mr. Rohit Navale	Non-Executive - Independent Director	-

2. Details of percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, and Company Secretary Financial Year 2023-24 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.	Mrs. Minakshi Singh	Non-Executive - Independent Director	-
6.	Mr. Rohit Navale	Non-Executive - Independent Director	-

3. Percentage increase in the median remuneration of employees Financial Year 2023-24.

There is no increase in median remuneration of all employees in Financial Year 2023-24.

4. Number of Permanent Employees on the roll of the Company as on 31<sup>st</sup> March, 2024.

There is 01(One) permanent employee on roll of the Company as on 31<sup>st</sup> March, 2024.

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 2023-24.

There was no increase in remuneration done during the financial year 2023-24.

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 2023-24, 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 2023-24, 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 2023-24, 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**

Sd/-

**Atul Kumar  
Managing Director  
DIN: 07271915**

Sd/-

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

**Place: Mumbai**

**Date: 5<sup>th</sup> September, 2024**

## Annexure – 5

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**For the Financial Year ended 31<sup>st</sup> March 2024

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

To,  
The Members,  
**WinPro Industries Limited**  
Office No. 212, 2nd Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai, Maharashtra, 400051.

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 having 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 books, papers, minutes 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 31<sup>st</sup> March, 2024 complied with various 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, minutes books, forms and returns filed and other records maintained by the Company for the Year ended 31<sup>st</sup> March, 2024 according to the provisions of the following, as amended from time to time, and to the extent applicable :-

- 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 during the Audit Period;**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999 – **Not applicable during the Audit Period;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable during the Audit Period;**
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 - **Not applicable during the Audit Period;**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable during the Audit Period;**



- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable during the Audit Period;**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

VI. Other laws applicable specifically to the Company namely:

1. Maharashtra State Tax on Professions / Trades Act, 1975
2. Goods and Service Tax Act, 2017
3. Sexual Harassment Act, 2013
4. Income Tax Act, 1961

We have relied on the representations made by the Company, its Officers and Reports of the Statutory Auditor for the systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. SEBI (Listing Obligations and Disclosure requirements) Regulation 2015 for the financial year ended 31<sup>st</sup> March, 2024.

During the audit period under review, to the best of my knowledge and belief and according to the information and explanations given to me, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable except mentioned below:

1. *According to Regulation 6(1) of LODR, the company is not in compliance and is required to designate a competent company secretary as the compliance officer. Penalties for the same have been levied by BSE Limited for the quarters ending on September 30, 2023 and December 31, 2023.*
2. *The Company has duly filed forms with Ministry of Corporate Affairs (MCA) within the stipulated time allowed under the Companies Act, 2013 except some forms required pursuant to provisions of Companies Act, 2013 and rules made thereunder.*

#### **We further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The Changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minute's book, while the dissenting members' views, if any, are captured 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.

The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by the Statutory financial audit and other designated professionals.

**For M/s. JCA & Co.  
Practicing Company Secretaries**

**Sd/-  
CS Chirag Jain  
Partner  
ACS No: F11127  
C. P. No.: 13687  
Peer Review No.: 4197/2023**

**Place: Mumbai  
Date: 05/09/2024**

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

**'Annexure A'**

To,  
The Members,  
The Members,  
**WinPro Industries Limited**  
Office No. 212, 2nd Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai, Maharashtra, 400051.

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 an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our 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 basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. JCA & Co.**  
**Practicing Company Secretaries**

**Sd/-**  
**CS Chirag Jain**  
**Partner**  
**ACS No: F11127**  
**C. P. No.: 13687**  
**Peer Review No.: 4197/2023**

**Place: Mumbai**  
**Date: 05/09/2024**

## Annexure – VII

**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 31<sup>st</sup> March 2024

• **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
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 <sup>nd</sup> Floor, Trade Centre, G- Block Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Phone: +91 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
None			

• **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	Shares Held at the Beginning of the Year 31/03/2023						Shares Held at the Beginning of the Year 31/03/2024						% Change During Year
		Demat		Physical		Total	% of Total Shares	Demat		Physical		Total	% of Total Shares	
		Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			
<b>A</b>	<b>Promoters</b>													
<b>1</b>	<b>Indian</b>													
a)	Individual HUF	1839297	0	0	0	1839297	1.84	1839297	0	0	0	1839297	1.84	0.00
b)	Central Govt	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
c)	State Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
d)	Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
e)	Banks/FI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00

	Category of Shareholders	Shares Held at the Beginning of the Year 31/03/2023						Shares Held at the Beginning of the Year 31/03/2024						% Change During Year
		Demat		Physical		Total	% of Total Shares	Demat		Physical		Total	% of Total Shares	
		Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			
f)	Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
	<b>Sub-Total(A)(1)</b>	<b>1839297</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1839297</b>	<b>1.84</b>	<b>1839297</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1839297</b>	<b>1.84</b>	<b>0.00</b>
2	<b>Foreign</b>													
a)	NRI Individuals	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
b)	Other Individuals	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
c)	Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
d)	Banks /FI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
	<b>Sub-Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoters (A)</b>	<b>1839297</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1839297</b>	<b>1.84</b>	<b>1839297</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1839297</b>	<b>1.84</b>	<b>0.00</b>
B	<b>Public Shareholding</b>													
1	<b>Institutions</b>													
a)	Mutual Funds	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
b)	Banks/FI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
c)	Central Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
d)	State Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
e)	Venture Capital Fund	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
g)	FIs	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
h)	Foreign Venture Capital Fund	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
i)	Foreign Portfolio Investor	788873	0	0	0	788873	0.79	788873	0	0	0	788873	0.79	0.00
j)	Alternate Investment Fund(s)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
k)	Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
	<b>Sub-Total(B)(1)</b>	<b>788873</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>788873</b>	<b>0.79</b>	<b>788873</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>788873</b>	<b>0.79</b>	<b>0.00</b>
2	<b>Non-Institutions</b>													
a)	<b>Bodies Corporate</b>													
1)	Indian	4944069	0	15200	0	4959269	4.96	5141458	0	15200	0	5156658	5.16	0.20
2)	Overseas	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
b)	<b>Individuals</b>													

	Category of Shareholders	Shares Held at the Beginning of the Year 31/03/2023						Shares Held at the Beginning of the Year 31/03/2024						% Change During Year
		Demat		Physical		Total	% of Total Shares	Demat		Physical		Total	% of Total Shares	
		Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			
1)	Individual shares holders having nominal share capital upto Rs. 1,00,000	43005680	0	511750	0	43517430	43.53	40222127	0	509100	0	40731227	40.75	-2.78
2)	Individual shares holders having nominal share capital Excess of Rs. 1,00,000	38138372	0	320000	0	38458372	38.47	42620266	0	320000	0	42940266	42.96	4.49
c)	HUF	2363490	0	0	0	2363490	2.36	2452083	0	0	0	2452083	2.45	0.09
d)	Non-Resident Indian	7691711	0	0	0	7691711	7.69	5701054	0	0	0	5701054	5.70	-1.99
e)	NBFC Registered with RBI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
f)	Foreign National	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
g)	Clearing Members	127629	0	0	0	127629	0.13	0	0	0	0	0	0.00	-0.13
h)	Trust	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
l)	Foreign Corporate Bodies	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
i)	Investor Education and Protection Fund	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
k)	Others	216039	0	0	0	216039	0.22	352652	0	0	0	352652	0.35	0.13
	<b>Sub-Total(B)(2)</b>	<b>96486990</b>	<b>0</b>	<b>846950</b>	<b>0</b>	<b>97333940</b>	<b>97.37</b>	<b>96489640</b>	<b>0</b>	<b>844300</b>	<b>0</b>	<b>97333940</b>	<b>97.37</b>	<b>0.00</b>
	<b>Total Public Shareholding (B)</b>	<b>97275863</b>	<b>0</b>	<b>846950</b>	<b>0</b>	<b>98122813</b>	<b>98.16</b>	<b>97278513</b>	<b>0</b>	<b>844300</b>	<b>0</b>	<b>98122813</b>	<b>98.16</b>	<b>0.00</b>
C	<b>Non-Promoter Non-Public Shareholding</b>													
1)	Shares Held By Custodian for GDRs & ADRs	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00

Category of Shareholders	Shares Held at the Beginning of the Year 31/03/2023						Shares Held at the Beginning of the Year 31/03/2024						% Change During Year
	Demat		Physical		Total	% of Total Shares	Demat		Physical		Total	% of Total Shares	
	Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			Fully Paid up	Partly Paid up	Fully Paid up	Partly Paid up			
Total Non-Promoter Non-Public Shareholding (C)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
<b>Grand Total</b>	<b>99115160</b>	<b>0</b>	<b>846950</b>	<b>0</b>	<b>99962110</b>	<b>100.00</b>	<b>99117810</b>	<b>0</b>	<b>844300</b>	<b>0</b>	<b>99962110</b>	<b>100.00</b>	<b>0.00</b>

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2023			Shareholding at the end of the year 31 <sup>st</sup> March, 2024			% 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	Jayaseelan Singaravelu	4751372	4.75	30-Sep-23	-573595	Sale	2792895	2.79
				22-Dec-23	-2077777	Sale		
				30-Dec-23	1100000	Purchase		
				12-Jan-24	-150000	Sale		
				16-Feb-24	-257105	Sale		
						Balance		
2	Gaurav Chandrakant Shah	1638332	1.64	-	-	-	1863332	1.86
3	Power Engineering (I) Pvt. Ltd.	1415006	1.42	-	-	-	1415006	1.42
4	Nexpact Limited	788873	0.79	-	-	-	788873	0.79

5	Arcadia Share & Stockbrokers Pvt Ltd-Proprietary A/C	630000	0.63	-	-	-		
						Balance	630000	0.63
6	Arun Menon	500000	0.50	-	-	-		
						Balance	500000	0.50
7	Shreni Construction Pvt. Ltd.	50000	0.05	30-Sep-23	21594	Purchase		
				30-Dec-23	457200	Purchase		
				05-Jan-24	-155000	Sale		
				12-Jan-24	35003	Purchase		
				26-Jan-24	55793	Purchase		
				09-Feb-24	104500	Purchase		
				16-Feb-24	74500	Purchase		
				01-Mar-24	5000	Purchase		
						Balance	648590	0.65
8	Seema Aggarwal	nil	nil	30-Sep-23	500001	Purchase		
						Balance	500001	0.50
9	Devendra Kumar	26000	0.03	30-Sep-23	468413	Purchase		
						Balance	494413	0.49
10	Ajay Kant	490676	0.49	-	-	-		
						Balance	490676	0.49
11	Nidhi Bansal	485000	0.49	-	-	-		
						Balance	485000	0.49
12	Harshawardhan Hanmant Sabale	942786	0.94	26-Jan-24	-639786	Sale		
						Balance	303000	0.30
13	Reward Advisory Services Private Limited	469824	0.47	07-Apr-23	-469824	Sale		
						Balance	0	0.00

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 Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				



i) Principal Amount	33.62	-	-	33.62
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>33.62</b>	<b>-</b>	<b>-</b>	<b>33.62</b>
<b>Change in Indebtedness during the financial year:</b>				
- Addition	-	-	-	-
- Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Indebtedness at the end of the financial year:</b>				
i) Principal Amount	33.62	-	-	33.62
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>33.62</b>	<b>-</b>	<b>-</b>	<b>33.62</b>

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.	<b>Gross Salary:</b> a) Salary as per provisions contained in section17 (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	There was no remuneration paid to the Managing Director, Whole time Director and/or Manager.	
2.	Stock Option		
3.	Sweat Equity		
4.	<b>Commission:</b> - as% of profit - Others, specify...		
5.	Others, please specify		
6.	<b>Total(A)</b>		
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.	<b>Total (1)</b>	-	-
3.	<u>Other Non-Executive Directors</u> ·Fee for attending board & committee meetings ·Commission ·Others, please specify.	- - -	- - -
4.	<b>Total (2)</b>	-	-
5.	<b>Total(B) = (1+2)</b>	-	-
6.	<b>Total Managerial Remuneration</b>	-	-
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
1.	<b>Gross Salary:</b> 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		
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	<b>Commission:</b>		
	- as % of profit	-	-
5.	Others, please specify	-	-
6.	<b>Total</b>	Nil	Nil

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
<b>A. Company</b>					
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>B. Directors</b>					
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					
<b>C. Other Officers In Default</b>					
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**

Place: Mumbai  
Date: 5<sup>th</sup> September, 2024

Sd/-  
Atul Kumar  
Managing Director  
DIN: 07271915

Sd/-  
Abhishek Sanga  
Chairman & Director  
DIN: 08309127

# CORPORATE GOVERNANCE REPORT

## Company's Philosophy on Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong leadership and effective corporate governance practices have been the Company's hallmark.

In its abiding commitment to adopt and follow the best practices of governance, your Company has been proactive to the changes introduced by statutory bodies and Regulators for promoting a responsive and responsible business culture through the Corporate Governance Code. Your Company endeavours to constantly upgrade the management practices for ideal corporate governance.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as applicable, with regard to corporate governance.

## BOARD OF DIRECTORS:

### I. Composition & Category of Directors:

The Board is at the core of our corporate governance practices which oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of corporate governance.

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 31<sup>st</sup> March, 2024 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 <sup>#</sup>	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	02	02	-
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

<sup>#</sup> 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.

## II. 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 05 (Five) times viz. 30<sup>th</sup> May, 2023, 14<sup>th</sup> August, 2023, 05<sup>th</sup> September, 2023, 03<sup>rd</sup> November, 2023 and 13<sup>th</sup> February, 2024.

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	05	05	✓
Mr. Atul Kumar	05	05	✓
Mr. Manav Kumar	05	05	✓
Mr. Anil Thakor	05	05	✓
Mrs. Minakshi Singh	05	05	✓
Mr. Rohit Navale	05	05	✓

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

## III. Performance evaluation criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include participation in meetings and contribution by Directors, commitment, effective deployment of knowledge and skills, effective management of relationship with stakeholders, integrity and maintenance of confidentiality, independence of behavior and judgment.

## IV. Familiarization Programme for Independent Directors:

The details of familiarization programme imparted to the Directors is available at [www.jumpnetworks.in](http://www.jumpnetworks.in)

## V. 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.

## VI. Resignation of Independent Director:

None of the Independent Directors has resigned during the financial year ended on 31<sup>st</sup> March 2024.

## VII. 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:****I. AUDIT COMMITTEE:**

The Audit Committee met 04 (Four) times during the financial year 2023-24. 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 2023-24 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates FY 2023-24			
		30/05	14/08	03/11	13/02
Mr. Rohit Navale	Chairman	✓	✓	✓	✓
Mr. Atul Kumar	Member	✓	✓	✓	✓
Mrs. Minakshi Singh	Member	✓	✓	✓	✓

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.

**II. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee constituted by the Board of Directors identifies the persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal if any and shall carry out evaluation of every Director's performance.

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company as on financial year 2023-24 is as follows:

Name of Directors	Nature of Membership
Mr. Rohit Navale	Chairman
Mr. Abhishek Sanga	Member
Mrs. Minakshi Singh	Member

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](http://www.jumpnetworks.in)

**Details of remuneration paid to Directors for FY 2023-24**

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	

### III. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Board of Directors of the Company met 04 (Four) times during the financial year 2023-24. 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 2023-24 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates FY 2023-24			
		30/05	14/08	03/11	13/02
Mr. Rohit Navale	Chairman	✓	✓	✓	✓
Mr. Atul Kumar	Member	✓	✓	✓	✓
Mrs. Minakshi Singh	Member	✓	✓	✓	✓

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.

### IV. 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 2023-24 is detailed below:

Name of Directors	Nature of Membership	Meeting Dates
		13-02-2024
Mr. Abhishek Sanga	Chairman	✓
Mr. Minakshi Singh	Member	✓
Mr. Rohit Navale	Member	✓

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 Information for Shareholders:

#### General Body Meetings:

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

Particulars	2022-23	2021-22	2020-21
Day & Date	Friday, 29 <sup>th</sup> September, 2023	Thursday, 29 <sup>th</sup> September, 2022	Thursday, 19 <sup>th</sup> May, 2022
Time	10:00 A.M.	09:00 A.M.	10:00 A.M.
Venue	Panchayat Samiti Hall, Damu Nagar Road, Kandivali East – 400101	Ruia Hall, Station Road, Near Railway Crossing, Malad (West), Mumbai-400 064	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104
Special Resolutions	-	-	Appointment of Mr. Atul Kumar (DIN: 07271915) as the Managing Director of the Company.

**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	30 <sup>th</sup> September 2024
2.	Annual General Meeting Time	10:30 AM
3.	Venue Of Annual General Meeting	Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104
4.	Financial Year	1 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2024
5.	Book Closure Dates	24 <sup>th</sup> September 2024 to 30 <sup>th</sup> September 2024
6.	Cut-off Date	23 <sup>rd</sup> September, 2024
7.	E-voting period	27 <sup>th</sup> September 2024 to 29 <sup>th</sup> September 2024
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 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi – 110 020. Contact: 011-40450193/94/95/96/97 Email: <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a>
14.	Interim Compliance Officer	Mr. Abhishek Sanga
15.	Registered Office / Correspondence Address	Office No. 212, 2 <sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
16.	Telephone	+91 8108106033
17.	E-mail	<a href="mailto:corp.iris@gmail.com">corp.iris@gmail.com</a> ;
18.	Website	<a href="http://www.jumpnetworks.in">www.jumpnetworks.in</a>

**Financial Calendar:**

Adoption of Quarterly Results for the Quarter ending	Tentative date of the Meeting of the Board of Directors
30 <sup>th</sup> June 2024	13 <sup>th</sup> August 2024 (Actual Board Meeting date)
30 <sup>th</sup> September 2024	On or before 14 <sup>th</sup> November 2024
31 <sup>st</sup> December 2024	On or before 14 <sup>th</sup> February 2025
31 <sup>st</sup> March 2025	On or before 30 <sup>th</sup> May 2025

**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, 2024, a total of 99,117,810 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	39892776	39.90
At Central Depository Services (India) Limited	59225034	59.25
In Physical Form	844300	0.85
<b>Total Paid-up Share Capital</b>	<b>99962110</b>	<b>100.00</b>

**Stock Market Price High-Low Data of The Company for The Year 2023-2024:**

The monthly high and low share prices and market capitalization of equity shares of the Company traded on BSE from April 1, 2023 to March 31, 2024 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-23	2.79	2.17	61,209.46	58,793.08
May-23	2.61	2.16	63,036.12	61,002.17
Jun-23	2.40	2.16	64,768.58	62,359.14
Jul-23	2.52	2.17	67,619.17	64,836.16
Aug-23	4.14	2.27	66,658.12	64,723.63
Sep-23	3.74	3.16	67,927.23	64,818.37
Oct-23	3.49	2.91	66,592.16	63,092.98
Nov-23	3.19	2.80	67,069.89	63,550.46
Dec-23	4.12	2.51	72,484.34	67,149.07
Jan-24	4.04	3.13	73,427.59	70,001.60
Feb-24	3.49	2.95	73,413.93	70,809.84
Mar-24	3.14	2.23	74,245.17	71,674.42

**Distribution of Shareholding:**

Class-wise distribution of Equity Shares as on 31<sup>st</sup> March 2024:

No. of Shares	No. of Shareholders	% Shareholders	Share holding Amount	% to Shareholding Amount
Up to 5000	30828	77.40	39910785.00	7.99
5001 – 10000	3514	8.82	27720095.00	5.55
10001 – 20000	2187	5.49	32303525.00	6.46
20001 – 30000	1173	2.95	29575975.00	5.92
30001 – 40000	358	0.90	12703170.00	2.54
40001 – 50000	441	1.11	20928290.00	4.19
50001 - 100000	669	1.68	48237930.00	9.65
100001 and above	660	1.66	288430780.00	57.71
<b>Total</b>	<b>39830</b>	<b>100.00</b>	<b>499810550</b>	<b>100.00</b>



**Shareholding Pattern as on 31st March 2024:**

Category of Shareholder	No. of Shareholders	No. of Shares	% of Shareholding
<b>(A) Shareholding of Promoter Group</b>			
<b>(1) Indian</b>			
Individual	2	18,39,297	1.84
Hindu Undivided Family	-	-	-
Directors	-	-	-
<b>(2) Foreign</b>	-	-	-
<b>Sub Total (A)</b>	<b>2</b>	<b>18,39,297</b>	<b>1.84</b>
<b>(B) Public Shareholding</b>			
<b>(1) Institutions</b>			
Foreign Portfolio Investors	1	7,88,873	0.79
<b>(2) Non-Institutions</b>			
Bodies Corporate	91	51,56,658	5.16
<b>Individuals:</b>			
Individual shareholders holding nominal share capital up to Rs. 2,00,000/-	38925	4,90,47,865	49.07
Individual shareholders holding nominal share capital in excess of Rs. 2,00,000/-	286	3,46,23,628	34.64
Non-Resident Indians	185	57,01,054	5.70
Trust	-	-	-
LLP	-	-	-
Hindu Undivided Family	325	24,52,083	2.45
Clearing Members	-	-	-
Firm	15	3,52,652	0.35
Unclaimed or Suspense or Escrow Account	-	-	-
<b>Sub Total (B)</b>	<b>39828</b>	<b>9,81,22,813</b>	<b>98.16</b>
<b>Total (A)+(B)</b>	<b>39830</b>	<b>9,99,62,110</b>	<b>100.00</b>
(C) Shares held by Custodians and against which DRs have been issued	-	-	-
(1) Promoter and Promoter Group	-	-	-
(2) Public	-	-	-
<b>Sub Total(C)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)+(B)+(C)</b>	<b>39830</b>	<b>9,99,62,110</b>	<b>100.00</b>

**Means Of Communication**

- Quarterly results are displayed on the Company's website [www.jumpnetworks.in](http://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**

**Place: Mumbai  
Date: 5<sup>th</sup> September, 2024**

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

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

**DECLARATION BY MANAGING DIRECTOR REGARDING COMPLIANCE WITH  
THE COMPANY'S CODE OF CONDUCT UNDER SEBI (LISTING OBLIGATIONS  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To  
The Members,  
**WinPro Industries Limited**

This is to confirm that the Company has adopted Code of Conduct(s) for the Board of Directors and Senior Management and the same is available on the Company's website [www.empowerindia.in](http://www.empowerindia.in)

I confirm that the Company has in respect of the financial year 31<sup>st</sup> March, 2024 received from the Board of Directors and Senior Management a declaration of compliance with the Code of Conduct pursuant to Regulation 26(3) of the Listing Regulations.

**By Order of the Board of Directors  
For WinPro Industries Limited**

**Place: Mumbai  
Date: 05<sup>th</sup> September, 2024**

**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

We have examined the compliance of conditions of Corporate Governance by **WinPro Industries Limited** ("**the Company**") for the year ended 31<sup>st</sup> March, 2024 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 M/s. JCA & Co.**  
**Practicing Company Secretaries**

Sd/-  
**CS Chirag Jain**  
**Partner**  
**Membership No: F11127**  
**C. P. No.: 13687**  
**Peer Review No.: 4197/2023**

**UDIN: F011127F001139518**

**Place: Mumbai**  
**Date: 05/09/2024**

## **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**  
Office No. 212, 2<sup>nd</sup> 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 2023-24 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).

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Designation/ Category /DIN status</b>
1.	Mr. Abhishek Sanga	08309127	Director, Chairman, Non-Executive Director
2.	Mr. Atul Kumar	07271915	Managing Director, Deactivated (Due to KYC reason)
3.	Mr. Manav Kumar	08309105	CFO, Director, Executive Director, Deactivated (Due to KYC reason)
4.	Mr. Anil Thakor	09168337	Director, Non-executive Director, Deactivated (Due to KYC reason)
5.	Mrs. Minakshi Singh	07483620	Director, Independent Director, Deactivated (Due to KYC reason)
6.	Mr. Rohit Navale	07471361	Additional Director, Independent Director
7.	Mr. Bhim Chaudhry	08305775	Director

**For M/s. JCA & Co.**  
**Practicing Company Secretaries**

**Sd/-**  
**CS Chirag Jain**  
**Partner**  
**Membership No: FIII77**  
**C. P. No.: I3687**  
**Peer Review No.: 4197/2023**

**UDIN: F011127F001139507**

**Place: Mumbai**  
**Date: 05/09/2024**

## MANAGING DIRECTOR/CFO CERTIFICATION OF FINANCIAL STATEMENTS

To,  
The Members,  
**WinPro Industries Limited**  
Office No. 212, 2<sup>nd</sup> Floor, Trade Centre,  
G Block, Opp. MTNL, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

We, **Atul Kumar**, Managing Director and **Manav Kumar**, Chief Financial Officer of **WinPro Industries Limited** ("the Company"), to the best of my knowledge and belief certify that:

- A. I have reviewed the financial statements and the cash flow statement for the Financial Year ended 31<sup>st</sup> March, 2024 and best of my knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditor and the Audit Committee
- (1) Significant changes in internal control over financial reporting during the year;
  - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and
  - (3) Instances of significant frauds 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**

**Place: Mumbai**  
**Date: 5<sup>th</sup> September, 2024**

**Sd/-**  
**Manav Kumar**  
**CFO**  
**DIN: 08309105**

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

## INDEPENDENT AUDITOR'S REPORT

**To**

**The Members**

**WinPro Industries 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**

#### **Qualified Opinion:**

We have audited the Financial Statements of WinPro Industries Limited (“the Company”), which comprise the Balance sheet as at March 31, 2024, and the Statement of profit and loss, Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

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, 2024, and loss, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Qualified Opinion:**

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

#### **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, 2024.

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:

- i. We performed the following substantive procedures:
  1. verified the accuracy of customer invoices and traced receipts to customer invoices,
  2. compared the number of pins activated as per the invoice with the IT system reports, and
  3. tested reconciliations between billing system and the general ledger (including validation of relevant journal entries).
- ii. 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, 2024.
- iii. 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

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 (if any) 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, 2024.

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

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

**UDIN: 24031256BKADPI5373**

**Place: Mumbai  
Date: 29<sup>th</sup> May, 2024**

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT**

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, 2024, 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. According to the information and explanations given to us, during the year the transactions done by the company as specified in the provisions of sections 185 and 186 of the Companies Act, 2013 are as per the rules and provisions of the Act.
- 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, 2024 for a period of more than six months from the date they became payable.

Statutory dues which were outstanding, as at March 31, 2024 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.
- a) 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.
  - b) 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.
  - c) 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: 24031256BKADPI5373**

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2024**

**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, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 standalone<sup>1</sup> 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 standalone<sup>1</sup> 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, 2024.

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: 24031256BKADPI5373**

**Place: Mumbai  
Date: 29<sup>th</sup> May, 2024**

**WinPro Industries Limited**  
**CIN: L92412MH1992PLC067841**  
**Standalone Balance Sheet as at March 31, 2024**

*(All amount in INR Lakhs, unless otherwise stated)*

Sr. No	Particulars	Notes	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>I.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	Property, plant and equipment	3	56.39	67.95
	Deferred tax assets (net)	4	45.81	45.81
	<b>Total Non-current assets</b>		<b>102.20</b>	<b>113.76</b>
	<b>Current assets</b>			
	<b>Financial assets</b>			
	(i) Trade Receivables	5	5,272.58	5,272.58
	(ii) Cash and Cash Equivalents	6	11.62	12.47
	(iii) Other financial assets	7	1,477.53	1,477.53
	Other current assets	8	0.00	1.80
	<b>Total Current assets</b>		<b>6,761.74</b>	<b>6,764.38</b>
	<b>Total Assets</b>		<b>6,863.94</b>	<b>6,878.14</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	Equity share capital	9	4,998.11	4,998.11
	Warrant Application Money Received		1,320.00	1,320.00
	Other equity	10	(3,011.23)	(2,983.11)
	<b>Total equity</b>		<b>3,306.88</b>	<b>3,335.00</b>
	<b>Non-Current Liabilities</b>			
	Other non-current liabilities	11	1,877.00	1,877.00
	<b>Total Non-current liabilities</b>		<b>1,877.00</b>	<b>1,877.00</b>
	<b>Current liabilities</b>			
	Borrowings	12	33.62	33.62
	<b>Financial liabilities</b>			
	Trade payables		0.00	0.00
	-Dues to micro and small enterprises		0.00	0.00
	-Dues to others	13	522.26	507.82
	Other current liabilities	14	128.93	129.77
	Current tax liabilities	15	994.93	994.93
	<b>Total Current liabilities</b>		<b>1,680.05</b>	<b>1,666.13</b>
	<b>Total liabilities</b>		<b>6,863.94</b>	<b>6,878.14</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,863.94</b>	<b>6,878.14</b>

Corporate Information & Significant Accounting Policies **1 & 2**

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

**For Mohandas & Co.**

**Chartered Accountants**

**Firm registration Number: 106529W**

**For and on behalf of Board of Directors of  
WINPRO INDUSTRIES LIMITED**

Sd/-

**CA. Belle Mohandas Shetty**

**Partner**

**Membership No: 031256**

**UDIN: 24031256BKADPI5373**

Sd/-

**Atul Kumar**

**Managing Director**

**DIN: 07271915**

Sd/-

**Abhishek Sanga**

**Director & Chairman**

**DIN: 08309127**

Sd/-

**Manav Kumar**

**Director & CFO**

**DIN: 08309105**

**Date: 29<sup>th</sup> May, 2024**

**Place: Mumbai**



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

**Standalone Statement of Profit and Loss for the year ended March 31, 2024**

(All amount in INR Lakhs, unless otherwise stated)

	Particulars	Notes	As at 31 March 2023	As at 31 March 2022
<b>I.</b>	<b>INCOME</b>			
	Revenue From Operations	16	-	-
	Other Income	17	-	-
	<b>Total Income</b>		-	-
<b>II.</b>	<b>Expenses</b>			
	Cost of services provided	18	-	-
	Employee Benefit expenses	19	1.20	2.78
	Depreciation and amortisation expenses	3	11.56	13.58
	Finance Costs	20	0.25	-
	Other expenses	21	15.11	4.28
	<b>Total expenses</b>		<b>28.12</b>	<b>20.64</b>
<b>III.</b>	<b>Profit/(Loss) before tax and exceptional item</b>		<b>(28.12)</b>	<b>(20.64)</b>
<b>IV</b>	<b>Exceptional item</b>		-	-
<b>V</b>	<b>Profit/(Loss) before tax</b>		<b>(28.12)</b>	<b>(20.64)</b>
<b>VI</b>	<b>Tax expense</b>		-	-
	Current tax expense		-	-
	Deferred tax (credit)/ expense		-	-
	<b>Total tax expense</b>		-	-
<b>VII</b>	<b>Net Profit/ (loss) for the year</b>		<b>(28.12)</b>	<b>(20.64)</b>
<b>VIII</b>	<b>Other comprehensive income</b>			
	(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		-	-
	<b>Total comprehensive income for the year</b>		<b>(28.12)</b>	<b>(20.64)</b>
<b>IX</b>	Earnings/ (loss) per equity share			
	Basic		(0.03)	(0.02)

Corporate Information & Significant Accounting Policies

1&2

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

**For Mohandas & Co.**

**Chartered Accountants**

**Firm registration Number: 106529W**

**For and on behalf of Board of Directors of  
WINPRO INDUSTRIES LIMITED**

Sd/-

**CA. Belle Mohandas Shetty**

**Partner**

**Membership No: 031256**

**UDIN: 24031256BKADPI5373**

Sd/-

**Atul Kumar**

**Managing Director**

**DIN: 07271915**

Sd/-

**Abhishek Sanga**

**Director & Chairman**

**DIN: 08309127**

Sd/-

**Manav Kumar**

**Director & CFO**

**DIN: 08309105**

**Date: 29<sup>th</sup> May, 2024**

**Place: Mumbai**

<b>WinPro Industries Limited</b> <b>(formerly known as Jump Networks Limited)</b> <b>CIN: L92412MH1992PLC067841</b> <b>Standalone Statement of Cash Flow for the year ended March 31, 2024</b> <i>(All amount in INR Lakhs, unless otherwise stated)</i>		
Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit for the period	(28.12)	(20.64)
Adjustment for:		
Depreciation and amortisation	11.56	13.58
Finance costs	-	-
Interest Income/Dividend Income	-	-
Other Income		
Bad debts W/off	-	-
Provision for diminution on value of investment and expected credit loss	-	-
Operating Profit Before Working Capital Changes	<b>(16.56)</b>	<b>(7.06)</b>
<b>Changes in operating assets and liabilities</b>		
Trade Advance and receivables	(0.00)	-
Other financial assets	1.80	-
Trade and other payables	-	-
Other current liabilities	13.91	22.99
<b>Net cash provided by operating activities before taxes</b>	<b>(0.85)</b>	<b>15.93</b>
Income taxes paid	-	-
<b>Net cash provided by operating activities</b>	<b>(0.85)</b>	<b>15.93</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Purchase) / Proceeds from sale / Maturity of investment	-	-
Interest received / Dividend Received	-	-
Un-secured loan given to third party	-	-
<b>Net cash used in investing activities</b>	-	-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long term borrowings repaid	-	-
Short term borrowings repaid	-	(17.55)
Warrants Application Money Received	-	-
Interest expenses paid	-	-
<b>Net cash used in financing activities</b>	-	<b>(17.55)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(0.85)</b>	<b>(1.61)</b>
Cash and cash equivalents at the beginning of the year	12.47	14.08
<b>Cash and cash equivalents at the end of the period (Note 14)</b>	<b>11.62</b>	<b>12.47</b>
Corporate Information & Significant Accounting Policies <b>1&amp;2</b>		
The notes referred to above form an integral part of financial statements.		
As per our report of even date attached		
<b>For Mohandas &amp; Co.</b>	<b>For and on behalf of Board of Directors of</b>	
<b>Chartered Accountants</b>	<b>WINPRO INDUSTRIES LIMITED</b>	
<b>Firm registration Number: 106529W</b>		
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>CA. Belle Mohandas Shetty</b>	<b>Atul Kumar</b>	<b>Abhishek Sanga</b>
<b>Partner</b>	<b>Managing Director</b>	<b>Director &amp; Chairman</b>
<b>Membership No: 031256</b>	<b>DIN: 07271915</b>	<b>DIN: 08309127</b>
<b>UDIN: 24031256BKADPI5373</b>		<b>Manav Kumar</b>
		<b>Director &amp; CFO</b>
		<b>DIN: 08309105</b>
<b>Date: 29<sup>th</sup> May, 2024</b>		
<b>Place: Mumbai</b>		

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

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

*(All amount in INR Lakhs, unless otherwise stated)*

**A. Equity Share Capital**

Particulars	Number	Amount
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
Changes in equity share capital during the F.Y. 2023-24	-	-
Balance at the end of the year 31 March 2024	99,962,110	4,998.00

**B. Other Equity**

Particulars	Reserves & Surplus			
	Capital Reserve	Security Premium	General Reserve	Retained Earnings
<b>Balance at the end of the reporting period 31 March 2022</b>	<b>61.00</b>	<b>8,246.00</b>	<b>17.00</b>	<b>(11,285.70)</b>
Profit for the financial year 2022-23	-	-	-	(20.64)
<b>Balance at the end of the reporting period 31 March 2023</b>	<b>61.00</b>	<b>8,246.00</b>	<b>17.00</b>	<b>(11,306.34)</b>
Profit for the financial year 2023-24	-	-	-	(28.12)
<b>Balance at the end of the reporting period 31 March 2024</b>	<b>61.00</b>	<b>8,246.00</b>	<b>17.00</b>	<b>(11,334.46)</b>

Corporate Information & Significant Accounting Policies 1 & 2

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

**For Mohandas & Co.**

**Chartered Accountants**

**Firm registration Number: 106529W**

**For and on behalf of Board of Directors of  
WINPRO INDUSTRIES LIMITED**

Sd/-

**CA. Belle Mohandas Shetty**

**Partner**

**Membership No: 031256**

**UDIN: 24031256BKADPI5373**

Sd/-

**Atul Kumar**

**Managing Director**

**DIN: 07271915**

Sd/-

**Abhishek Sanga**

**Director & Chairman**

**DIN: 08309127**

Sd/-

**Manav Kumar**

**Director & CFO**

**DIN: 08309105**

**Date: 29<sup>th</sup> May, 2024**

**Place: Mumbai**

**Significant accounting policies:**

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**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 29, 2024.

**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.

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**Notes to the Standalone financial statements for the year ended March 31, 2024**

*(All amount in INR Lakhs, unless otherwise stated)*

**Note 3: PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS TANGIBLE ASSETS**

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As on 01.04.2023	Addition during the year	Deletion	As on 31.03.2 024	As on 01.04.2 023	For the year	Deleti on	As on 31.03.2 024	As on 01.04.2 023	As on 31.03.2 024
Office equipment	4.26	-	-	4.26	3.95	0.24	-	4.19	0.31	0.07
Computers & Peripherals	4.24	-	-	4.24	3.70	0.54	-	4.24	0.54	0.00
Vehicle	96.29	-	-	96.29	29.19	10.78	-	39.97	67.10	56.32
Leasehold Improvements	0.73	-	-	0.73	0.73	-	-	0.73	-	-
<b>Total</b>	<b>106.00</b>	<b>-</b>	<b>-</b>	<b>106.00</b>	<b>38.00</b>	<b>12.00</b>	<b>-</b>	<b>49.00</b>	<b>68.00</b>	<b>56.00</b>

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As on 01.04.2022	Addition during the year	Deleti on	As on 31.03.2 023	As on 01.04.2 022	For the year	Deleti on	As on 31.03.2 023	As on 01.04.2 022	As on 31.03.2 023
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	-	-
<b>Total</b>	<b>106.00</b>	<b>-</b>	<b>-</b>	<b>106.00</b>	<b>24.00</b>	<b>14.00</b>	<b>-</b>	<b>38.00</b>	<b>82.00</b>	<b>68.00</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4 Deferred tax asset</b>		
Deferred tax asset	45.81	45.81
	<b>45.81</b>	<b>45.81</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>5 Trade receivables, measured at amortized cost</b>		
Un-secured, considered good	5,272.58	5,272.58
Secured, considered good	-	-
	<b>5,272.58</b>	<b>5,272.58</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>6 Cash and cash equivalents</b>		
Cash on hand	6.59	7.79
Balances with banks - in current accounts	5.04	4.68
	<b>11.62</b>	<b>12.47</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>7 Other current financial assets, measured at amortized cost</b>		
Unsecured Loan given to third party	-	-
Deposit	7.61	7.61
Interest Receivable	1,469.92	1,469.92
<b>Total</b>	<b>1,477.53</b>	<b>1,477.53</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>8 Other current assets</b>		
Advance to vendors		
Balance with government authorities	-	0.71
Prepaid expenses	-	1.09
<b>Total</b>	<b>-</b>	<b>1.80</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>9 Equity</b>		
<b>Authorised capital</b>		
14,00,00,000 (31st March 2022: 14,00,00,000)		
Equity Shares of Rs 5/- each	7,000.00	7,000.00
<b>Issued, subscribed and paid-up</b>		
9,99,62,110 Equity shares of Rs 5/- each (31st March 2022: 9,99,62,110)	4,998.11	4,998.11
	<b>4,998.11</b>	<b>4,998.11</b>

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

Name of the shareholder	As at 31 March 2024	As at 31 March 2023
Nil	-	-

**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 2024		As at 31 March 2023	
Number of equity shares outstanding at the beginning of the year	99,962,11	4,998.11	99,962,110	4,998.1
	0			1
Number of equity shares issued during the year	-	-	-	-
Number of equity shares outstanding at the end of the year	99,962,11	4,998.11	99,962,110	4,998.1
	0			1

**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%
	<b>1,839,297</b>	<b>2</b>	<b>0.00%</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>10 Other Equity</b>		
<b>(i) Securities premium reserve</b>		
Opening	8,245.51	8,245.51
Addition/(Deletion)	-	-
Closing	<b>8,245.51</b>	<b>8,245.51</b>
<b>(ii) Capital Reserve</b>		
Opening balance	60.90	60.90
Addition/(Deletion)	-	-
Closing	<b>60.90</b>	<b>60.90</b>
<b>(iii) Retained Earnings</b>		
Surplus/(Deficit) in the statement of profit and loss	-	-
Opening balance	(11,306.34)	(11,285.70)
Add: Profit for the year	(28.12)	(20.64)
	<b>(11,334.46)</b>	<b>(11,306.34)</b>
<b>(iv) General Reserves</b>		
Opening Balance	16.82	16.82
Add: Net Adjustment for the year	-	-
	<b>16.82</b>	<b>16.82</b>
	<b>(3,011.23)</b>	<b>(2,983.11)</b>

**11 Non-Current liabilities**

Particulars	As at 31 March 2023	As at 31 March 2022
Loans and advanced received	1,877.00	1,877.00
	<b>1,877.00</b>	<b>1,877.00</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>12 Borrowings</b>		
Current borrowings	33.62	33.62
	<b>33.62</b>	<b>33.62</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>13 Trade payables</b>		
Dues to Micro, Small and Medium Enterprises	-	-
Others	522.56	507.82
	<b>522.56</b>	<b>507.82</b>

**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	<b>NIL</b>	<b>NIL</b>
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	<b>NIL</b>	<b>NIL</b>



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 <sup>st</sup> March 2024			
	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	522.56	-	-	-
(iii) Disputed dues -MSME	-	-	-	-
(iv) Disputed dues- others	-	-	-	-

Particulars	As at 31 <sup>st</sup> 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 March 2024	As at 31 March 2024
<b>14 Other current liabilities</b>		
Trade Advances	61.12	60.26
Other Payables	0.67	0.06
Statutory dues payable	67.14	69.46
	<b>128.93</b>	<b>129.78</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>15 Current Tax Liabilities (Net)</b>		
Provision for Income Tax	1164.60	1164.60
Less: Advance tax and TDS receivable	-169.67	-169.67
	<b>994.93</b>	<b>994.93</b>

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>16 Revenue from operations</b>		
Income from VOIP Services	-	-
Sale of trade goods	-	-
	-	-

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**Notes to the Standalone financial statements for the year ended March 31, 2024**

*(All amount in INR Lakhs, unless otherwise stated)*

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>17 Other income</b>		
Interest received	-	-
	-	-
<b>Particulars</b>	<b>For the year ended 31 March 2024</b>	<b>For the year ended 31 March 2023</b>
<b>18 Purchases of Services</b>		
Purchase of services for Hoarding and Digital Marketing	-	-
	-	-
<b>Particulars</b>	<b>For the year ended 31 March 2024</b>	<b>For the year ended 31 March 2023</b>
<b>19 Employee benefits expense</b>		
Salary	1.20	2.67
Gratuity expenses	-	-
Staff welfare	-	0.11
	<b>1.20</b>	<b>2.78</b>
<b>Particulars</b>	<b>For the year ended 31 March 2024</b>	<b>For the year ended 31 March 2023</b>
<b>20 Finance cost</b>		
Bank Charges	0.01	-
Interest on Expenses	0.24	-
Interest on taxes	-	-
	<b>0.25</b>	<b>-</b>
<b>Particulars</b>	<b>For the year ended 31 March 2024</b>	<b>For the year ended 31 March 2023</b>
<b>21 Other expenses</b>		
Listing fees	10.31	1.32
Rates and Taxes	-	0.34
Legal and Professional Charges	3.54	1.44
Advertisement Expenses	-	0.42
Printing & Stationery	-	0.17
Travelling & Conveyance Expenses	-	0.14
GST late Fees/Interest	0.15	-
Telephone Expenses	-	0.19
Office Expenses	-	0.05
Car Insurance	1.09	-
Auditors remuneration (refer note 15.1)	-	-
Bank Charges	0.01	-
Miscellaneous Expenses	0.00	0.20
	<b>15.11</b>	<b>4.28</b>

<b>WinPro Industries Limited</b> <b>CIN: L92412MH1992PLC067841</b> <b>Notes to the Standalone financial statements for the year ended March 31, 2024</b> (All amount in INR Lakhs, unless otherwise stated)		
<b>22. Related party disclosures</b>		
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:		
<b>i. Details of related parties:</b>		
<b>Description of Relationship</b>	<b>Names of related parties</b>	
Entities in common control	Profin Capital Services Limited	
Entities in common control	AMBE Securities Pvt Ltd.	
Entities in common control	Shreni Constructions Private Limited	
<b>Key management personnel</b>	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)	
<b>ii. Transaction with related parties</b>		
<b>Particulars</b>	<b>For the year ended 31 March 2024</b>	<b>or the year ended 31 March 2023</b>
<b>Trade advances</b>		
Profin Capital Services Limited	0.00	0.00
Amount received	0.00	0.00
Amount paid	0.00	0.00
<b>Loan given / repaid</b>		
AMBE Securities Pvt Ltd	0.865	1104.35
<b>Others payable</b>		
Profin Capital Services Limited	0.00	3.88
<b>Loans given</b>		
Sherin Constructions Private Limited	0.00	60.00

23	Financial Ratios		
a.	<b>Current ratio = Current assets divided by current liabilities</b>		
	<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
	Current Assets	6,761.74	6,764.38
	Current Liabilities	1,680.05	1,666.13
	Ratio	4.02	4.06
	% Change from previous period	-1%	
	Increase in Current ratio is because of more decrease in current liabilities as compare to decrease in current asset.		
b.	<b>Debt Equity ratio = Total debt divided by total equity where total debt refers to sum of current and</b>		

<b>non-current borrowings</b>			
	Particulars	As at	As at
		31st March 2024	31st March 2023
	Total debt	33.62	33.62
	Total equity	3,306.88	3,335.00
	Ratio	0.01	0.01
	% Change from previous period	1%	
	Decrease in Debt Equity ratio is because of decrease in total debt		
<b>c.</b>	<b>'Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments</b>		
	Particulars	As at	As at
		31st March 2024	31st March 2023
	<b>Net profit / (loss) after tax</b>	(28.12)	(81.74)
	Add: Non cash operating expenses and finance cost		
	-Finance Cost	0.25	4.30
	-Depreciation	11.56	13.65
	<b>Earnings available for debt services (A)</b>	<b>(16.31)</b>	<b>(63.79)</b>
	Current borrowings	33.62	51.17
	Add-Interest accrued but not due on borrowings	0	-
	<b>Total Debt (B)</b>	<b>33.62</b>	<b>51.17</b>
	<b>Ratio (times) ( A/B)</b>	<b>(0.49)</b>	<b>(1.25)</b>
	<b>% Change from previous period</b>	<b>-61%</b>	
<b>d.</b>	<b>Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Average Equity</b>		
	Particulars	As at	As at
		31st March 2024	31st March 2023
	Net Profit after Tax	(28.12)	(20.64)
	Average equity employed	3,306.88	3,335.00
	Ratio	-0.85%	-0.62%
	% Change from previous period	-37%	
	Negative return on equity ratio is due to increase in net loss during the year as compare to loss in previous year		
<b>e.</b>	<b>Trade Receivables turnover ratio = Sales divided by Average trade receivables</b>		
	Particulars	As at	As at
		31st March 2024	31st March 2023
	Sales	-	-
	Average Trade receivables	5,272.58	2,636.29
	Ratio	0.000	0.000
	% Change from previous period	NA	-
<b>f.</b>	<b>Trade payables turnover ratio = Purchases divided by Average trade payables</b>		
	Particulars	As at	As at
		31st March 2024	31st March 2023
	Purchases	-	-
	Average trade payables	522.56	507.82
	Ratio	NA	-

<b>g. Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets - current liabilities</b>			
	Particulars	As at	As at
		31 st March 2024	31st March 2023
	Sales	-	-
	Net working Capital	5,081.69	5,098.25
	Ratio	-	-
	% Change from previous period	NA	-
<b>h. Net profit ratio = Net profit after tax divided by Sales</b>			
	Particulars	As at	As at
		31 st March 2024	31st March 2023
	Net Profit After Tax	(28.12)	(20.64)
	Sales	-	-
	Ratio	NA	NA
	% Change from previous period	NA	-
<b>i. Return on Capital employed (pre cash)=Earnings before interest and taxes(EBIT) divided by Average Capital Employed</b>			
	Particulars	As at	As at
		31 March 2024	31 March 2023
	Profit before tax* (A)	(28.12)	(20.64)
	Finance costs* (B)	-	-
	Other income excluding Trade finance income* (C)	-	-
	EBIT (D) = (A)+(B)-(C)	(28.12)	(20.64)
	Average Capital Employed (E )	3,306.88	3,335.00
	Ratio	(0.01)	(0.01)
	% Change from previous period	(0.37)	-
Return on Capital Employed is negative due to increase 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:

	Carrying value	
	March 31, 2024	March 31, 2023
<b>Financial assets measured at amortised cost</b>		
<b>Amortised cost</b>		
Trade Receivables	5,272.58	5,272.58
Cash and Cash Equivalents	11.62	12.47
Other Financial Assets	1,477.53	1,477.53
<b>Total assets</b>	<b>6,761.74</b>	<b>6,762.58</b>
<b>Financial liabilities</b>		
<b>Amortised cost</b>		
Trade and other payables (^)		
Total outstanding dues of Micro Small and Medium Enterprises	522.56	507.82
Total outstanding due of others		
<b>Total liabilities</b>	<b>522.56</b>	<b>507.82</b>

### 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 these 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 are 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 a 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 amortised 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	Lifetime expected credit loss or 12 month expected
High credit risk	Nil	Lifetime 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 2024	As at 31 March 2023
<b>(i) Low credit risk- Stage 1</b>		
Trade Receivables	5,272.58	5,272.58
Cash and Cash Equivalents	11.62	12.47
<b>(ii) Moderate credit risk- Stage 2</b>	-	-
<b>(iii) High credit risk- Stage 3</b>	-	-

\*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 another 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 recognised 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.

**25. 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 maximise the shareholder value. The following table summarises the capital of the company.

Particulars	As at 31 March 2024	As at 31 March 2023
Equity share capital	4,998.11	4,998.11
Other Equity	-3,011.23	-2,983.11
<b>Total equity (A)</b>	<b>1,986.88</b>	<b>2,015.00</b>
Current borrowings	33.62	33.62
<b>Total debt (B)</b>	<b>33.62</b>	<b>33.62</b>
Less: Cash and cash equivalents	(11.62)	12.47
<b>Net debt (C)</b>	<b>21.99</b>	<b>46.09</b>
<b>Capital and net debts (D= A+C)</b>	<b>2,008.87</b>	<b>2,061.08</b>
<b>Debt equity ratio (B/A)</b>	<b>0.02</b>	<b>0.02</b>
<b>Capital gearing ratio (B/D)</b>	<b>0.02</b>	<b>0.02</b>

## 26. Prior year comparatives:

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



**WINPRO INDUSTRIES LIMITED****CIN: L92412MH1992PLC067841****Registered Office:** Office No. 212, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051**Email:** [corp.iris@gmail.com](mailto:corp.iris@gmail.com) | **Website:** [www.jumpnetworks.in](http://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** 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 31<sup>st</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2024 at 10:30 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
<b>Ordinary business:</b>			
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the report of the Board of Director's and Auditor's thereon		
2.	To re-appoint Mr. Abhishek Sanga (DIN: 08309127), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting and to fix their remuneration		

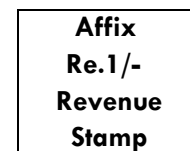
\*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the for or against column blank against any resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**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 \_\_\_\_\_, 2024

Signature of Shareholder:

Signature of Proxy holder(s):



**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****CIN: L92412MH1992PLC067841****Registered Office:** Office No. 212, 2<sup>nd</sup> Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051**Email:** [corp.iris@gmail.com](mailto:corp.iris@gmail.com) | **Website:** [www.jumpnetworks.in](http://www.jumpnetworks.in)**ATTENDANCE SLIP**

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

**31<sup>st</sup> Annual General Meeting**

I/ We hereby record my/ our presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Monday, 30th September, 2024 at 10:30 a.m. at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104

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

**(Member's /Proxy's Signature)**

## **WINPRO INDUSTRIES LIMITED**

**CIN: L92412MH1992PLC067841**

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

**Email:** [corp.iris@gmail.com](mailto:corp.iris@gmail.com) | **Website:** [www.jumpnetworks.in](http://www.jumpnetworks.in)

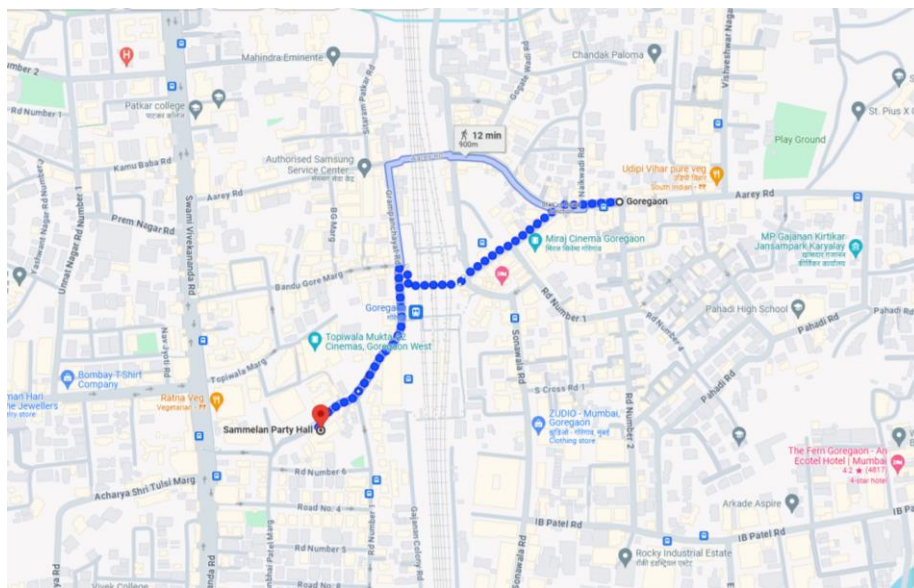
### **Route Map for 31<sup>st</sup> Annual General Meeting**

Date : 30th September, 2024


Day : Monday

Time : 10:30 AM

Address : Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400104



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**Book Post**  
**Winpro Industries Limited**  
Office No. 212, 2nd Floor, Trade Centre, G Block,  
Opp. MTNL, Bandra Kurla Complex, Bandra (East),  
Mumbai, Maharashtra, 400051