



Date: 29th May, 2024

To The Manager Corporate Relationship Department, BSE Limited P. J. Towers, Dalal Street, Mumbai-400001 Scrip Code: 543860	To The Manager Listing Department The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata- 700001, West Bengal Scrip Code: 20067
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Subject: Outcome of Board Meeting held on 29th May, 2024

Sir/ Madam,

With reference to the captioned subject, we hereby inform you that the Board of Directors of the Company at its meeting held on today i.e. **Wednesday, 29th May, 2024** transacted the following businesses:

Sr. No.	Outcomes
1.	The Board received, considered and approved the standalone audited financial results for the quarter & year ended on 31st March, 2024 along with statement of assets and liabilities, statement of profit & loss and cash flow statement together with Auditors Report with unmodified opinion thereon. (Annexure-A) The above audited financial results were reviewed by Audit Committee at its meeting.
2.	The Board re-appointed M/s. Harnathka & Associates, Chartered Accountants as the Internal Auditors for the F.Y. 2024-25. The Profile of Internal Auditors is attached as Annexure-B .
3.	The Board re-appointed M/s. Shikha Naredi & Associates as Secretarial Auditor for the financial year 2024-25 The Profile of Secretarial Auditor is attached as Annexure-C .
4.	The Board re-appointed M/s. Shikha Naredi & Associates to issue annual secretarial compliance report for the financial year 2024-25.

5.	The Board reviewed, amended and adopted and amend the following policies: <ul style="list-style-type: none"> • Related Party Transactions Policy • Policy on Board Diversity • Policy for succession planning • Policy for determining materiality for disclosures (Copy of the policies attached as Annexure-D)
6.	The Board reviewed, amend and adopted the following code of conducts of the Company.
<i>With the permission and consent of the Chairman and all the Board of Directors of the Company, following other matter were considered and approved.</i>	
7.	The Board took note on retirement of Mr. Mahesh Kumar Agiwal, as CFO and KMP of the Company with effect from 28 th May, 2024, details already intimated to the Stock Exchanges on 28 th May, 2024.
8.	The Board has been appointed Ms. Megha Goyal, as CFO and KMP w.e.f. 29 th May, 2024 (Brief profile attached as Annexure-E)
9.	There being no other item to be discussed and taken for proposal.

Further, with reference to our Intimation dated 29th March, 2024 and pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment made time to time till date and according to Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, the trading window for trading in securities of the Company will be opened after 48 hours of declaration of the attached financial result for designated persons, designated employees and their immediate relatives.

The Board Meeting was commenced at 10:30 A.M. and concluded at 11.55 A.M.

Kindly take on the record and acknowledge the receipt.

Thanking you,

For, J. A. Finance Limited



Raju Patro
Company Secretary

Encl: As above

Independent Auditor's Report

To
The Board of Directors of
J.A. FINANCE LTD.

Report on the audit of the financial statements

Opinion

We have audited the accompanying Financial Results of **J.A. FINANCE LTD.** (the "Company"), for the quarter and year ended **March 31, 2024** (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to best of our information and according to explanations given to us, the Statement:

- i. is presented in accordance with requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable Accounting Standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the company for the quarter and year ended March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under sub-section (10) of Section 143 of the Companies Act, 2013 (the "Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Result" 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 results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's and Board of Director's Responsibilities for the Financial Results

This Statement which is responsibility of the company's management and approved by the Board of Directors has been compiled from annual audited financial statements. The Company's Management and Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income of the company and other financial information in accordance with Ind AS, as specified under Section 133 of the Act read with relevant rules issued there under, the circulars guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ("RBI Guidelines") and other accounting principles generally accepted in India and in compliance with Regulation 33 of the

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

In preparing the statements, the Board of Directors are 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the statements as a whole is 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 statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control 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 with reference to financial statements 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 the managements.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are

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

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

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.

Other Matter

The statement includes the results for the quarter ended March 31, 2024 being the balancing figure between the audited figures in respect of full financial year ended March 31, 2024 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to a limited review by us, as required under the Listing Regulations.

For S. K. Naredi & CO
Chartered Accountants
ICAI Firm Regn. No: 003333C

(Anand Harnathka)
Partner
M. No – 401726

UDIN - 24401726BKCRYN3636

Jamshedpur, India.
May 29, 2024

J.A.FINANCE LTD.

CIN :- L65999WB1993PLC058703

Regd. Off. - 1st Floor, 7B, Punwani Chambers, Kiran Shankar Roy Road, Kolkata - 700001 (West Bengal)

Website :- www.jafinance.co.in

Statement of Audited Financial Results for the quarter & year ended March 31, 2024

(Rs in Lakhs)

Particulars	Quarter Ended			Year Ended	
	31.03.2024* (Audited)	31.12.2023 (Unaudited)	31.03.2023* (Audited)	31.03.2024 (Audited)	31.03.2023 (Audited)
I. Revenue from operations					
(a) Interest Income	52.04	54.34	63.23	272.22	236.34
(b) Fees and Commission Income	0.50	0.50	2.80	11.00	3.80
(c) Net Gain on Fair Value Changes	15.82	1.23	(22.18)	22.41	(22.29)
Total Revenue From Operations	68.35	56.07	43.86	305.64	217.86
II. Other Income	0.41	0.01	-	0.42	-
III. Total Income (I + II)	68.77	56.09	43.86	306.06	217.86
IV. Expenses:					
(a) Finance Costs	10.93	11.26	21.14	91.50	64.04
(b) Impairment on Financial Instruments	(0.01)	0.07	(1.09)	(0.50)	0.63
(c) Employee benefits expenses	13.82	15.30	15.44	59.73	60.82
(d) Depreciation, amortisation and impairment	0.03	0.03	0.03	0.12	0.12
(e) Other Expenses	4.73	5.49	16.18	26.72	29.98
Total expenses (IV)	29.50	32.16	51.70	177.57	155.59
V. Profit/(loss) before exceptional items and tax (III - IV)	39.26	23.93	(7.84)	128.49	62.26
VI. Exceptional items	-	-	-	-	-
VII. Profit/(loss) before tax (V + VI)	39.26	23.93	(7.84)	128.49	62.26
VIII. Tax expense:					
(a) Current tax	6.02	6.02	4.04	28.48	21.69
(b) Deferred tax	-	-	-	-	-
(c) Adjustment of taxes of earlier year	(1.21)	-	0.01	(1.20)	0.01
Total tax expense (VIII)	4.82	6.02	4.05	27.28	21.71
IX. Profit/(loss) for the year (VII - VIII)	34.45	17.91	(11.89)	101.21	40.55
X. Other comprehensive income/(loss)					
A. Items that will not be reclassified to profit or loss:					
(a) Net gain / (loss) on Equity instruments through OCI	5.27	-	0.00	(1.42)	(10.24)
(b) Income tax relating to items that will not be reclassified to profit or loss	0.36	-	2.58	0.36	2.58
Subtotal (A)	5.63	-	(2.57)	(1.06)	(7.66)
B. Items that will be reclassified to profit or loss					
(a) Net gain / (loss) on debt instruments through OCI	-	-	-	-	-
(b) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
Subtotal (B)	-	-	-	-	-
Other comprehensive income/(loss) for the year (A + B)	5.63	-	(2.57)	(1.06)	(7.66)
XI. Total Comprehensive Income/(Loss) for the year (IX+X)	40.07	17.91	(14.47)	100.15	32.88
XII. Earnings per share:					
Face Value Rs. 10 each:					
Basic	0.32	0.17	(0.11)	0.95	0.38
Diluted	0.32	0.17	(0.11)	0.95	0.38

For and on behalf of the Board of Director

For J.A. Finance Ltd.

(CIN: L65999WB1993PLC058703)

(Akshay Goyal)

Managing Director

(DIN - 00201393)

Jamshedpur, India.

May 29, 2024

Notes:-

1 Statement of Assets and Liabilities

(Rs in Lakhs)

Particulars	March 31, 2024 (Audited)	March 31, 2023 (Audited)
I. ASSETS		
1 FINANCIAL ASSETS		
(a) Cash and Cash Equivalents	204.82	62.49
(b) Receivables		
(i) Trade Receivables	0.59	-
(c) Loans	2,137.47	2,338.35
(d) Investments	316.92	260.01
(e) Other Financial Assets	0.36	-
	2,660.17	2,660.85
2 NON-FINANCIAL ASSETS		
(a) Current Tax Assets (Net)	36.77	35.94
(b) Property, Plant and Equipment	0.29	0.41
(c) Other Non - Financial assets	21.00	25.39
	58.06	61.75
TOTAL ASSETS	2,718.23	2,722.60
II. LIABILITIES AND EQUITY		
LIABILITIES		
1 FINANCIAL LIABILITIES		
(a) Payables		
(I) Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	0.05
(ii) Total outstanding dues of Creditors other than micro enterprises and small enterprises	-	-
(II) Other Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of Creditors other than micro enterprises and small enterprises	-	-
(b) Borrowings (Other than Debt Securities)	708.72	812.50
(c) Other Financial Liabilities	4.30	4.19
	713.02	816.75
2 NON - FINANCIAL LIABILITIES		
(a) Current Tax Liabilites (Net)	0.84	-
(b) Deferred Tax Liabilities (Net)	12.55	12.90
(c) Other Non- Financial Liabilities	1.81	3.08
	15.20	15.98
EQUITY		
(a) Equity Share Capital	1,064.87	1,064.87
(b) Other Equity	925.14	825.00
	1,990.02	1,889.87
TOTAL LIABILITIES AND EQUITY	2,718.23	2,722.60

J.A.FINANCE LTD.

CIN :- L65999WB1993PLC058703

Regd. Off. - 1st Floor, 7B, Punwani Chambers, Kiran Shankar Roy Road, Kolkata - 700001 (West Bengal)

Website :- www.jafinance.co.in

Notes:-**2 Cash Flow Statement**

(Rs in Lakhs)

Particulars	Year Ended	
	March 31, 2024	March 31, 2023
A) Cash flows from Operating activities		
Profit before exceptional items and taxes	128.49	62.26
Adjustments for Non - cash Expenses		
Prior Period Tax Expense	(1.20)	0.01
Profit on sale of Mutual Fund	(5.04)	-
Depreciation and amortisation expense	0.12	0.12
Fair values changes	(22.41)	22.29
Impairment on financial instruments	(0.50)	0.63
Interest Paid	91.50	64.04
Cash flows from operating activities before working capital changes	190.96	149.35
Adjustment for working capital changes :		
(Increase)/decrease in Loans	201.38	(252.88)
(Increase)/decrease in current tax assets	4.28	(10.82)
(Increase)/decrease in other financial assets	(0.36)	-
(Increase)/decrease in other non-financial assets	4.39	(23.13)
(Increase)/decrease in Receivables	(0.59)	-
Increase /(decrease) in other financial liabilities	0.11	0.61
Increase/(decrease) in Payables	(0.05)	0.05
Increase/(decrease) in other non-financial liabilities	(1.27)	(2.32)
Cash generated from operations	398.85	(139.13)
Income tax paid (net of refund)	(21.69)	(22.29)
Net cash flows from operating activities (A)	377.15	(161.42)
B) Cash flows from Investing activities		
Proceeds from sale of investments at amortised cost	38.46	-
Purchase of investments at amortised cost	(78.00)	(55.36)
Purchase of PPE at cost	-	-
Net cash used in investing activities (B)	(39.54)	(55.36)
C) Cash flows from Financing activities		
Repayment of Borrowings (Other than Debt Securities)	(103.78)	341.50
Interest Paid	(91.50)	(64.04)
Dividend paid	-	-
Net cash from/(used in) financing activities (C)	(195.28)	277.46
Net increase/(decrease) in cash and cash equivalents (A+B+C)	142.33	60.68
Cash and cash equivalents as at April 01 (opening balance)	62.49	1.80
Cash and cash equivalents as at March 31 (closing balance)	204.82	62.49
Cash and cash equivalents as at March 31:		
Cash on hand	0.04	0.57
Balances with banks in current accounts	4.79	61.93
Term deposits with maturity of less than three months	200.00	-
Total	204.82	62.49

J.A.FINANCE LTD.

CIN :- L65999WB1993PLC058703

1st Floor, 7B, Punwani Chambers, Kiran Shankar Roy Road, Kolkata - 700001 (West Bengal)

Extract of Audited Financial Results for the Quarter & Year Ended March 31, 2024

(Rs In Lakhs)

Particulars	Quarter Ended			Year Ended	
	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	Audited	Unaudited	Audited	Audited	Audited
Total Income from Operations (Net)	68.77	56.09	43.86	306.06	217.86
Net Profit / (Loss) from ordinary activities after tax	34.45	17.91	(11.89)	101.21	40.55
Net Profit / (Loss) for the period after tax (after extraordinary items)	34.45	17.91	(11.89)	101.21	40.55
Total Comprehensive Income for the period (Comprising Profit/ (Loss) for the period (after tax) and other comprehensive income (after tax))	40.07	17.91	(14.47)	100.15	32.88
Equity Share Capital (Face value of Rs 10/- each)	1,064.87	1,064.87	1,064.87	1,064.87	1,064.87
Other Equity as shown in Audited Balance Sheet of the previous year	925.14	825.00	825.00	925.14	825.00
Earnings Per Share (for continuing & discontinued operations) (of Rs 10/- each)					
Basic:	0.32	0.17	(0.11)	0.95	0.38
Diluted:	0.32	0.17	(0.11)	0.95	0.38

Note:

The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulations 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Financial Results are available on the websites of the Stock Exchange(s) and the listed entity. (www.jafinance.co.in).

The above financial results have been reviewed by the Audit committee and subsequently approved by Board of Directors at its respective meetings held on May 29, 2024

The Company is Primarily engaged in the business of financing and there are no separate reportable segments identified as per Ind AS 108 - Segment Reporting.

The figure for the previous quarter/period have been regrouped/rearranged wherever necessary to conform to the current period presentation.

For on behalf of Board of Directors of
J A Finance Ltd
CIN :- L65999WB1993PLC058703

Place: Jamshedpur
Dated : 29.05.2024

(Akshay Goyal)
Managing Director
DIN - 00201393

J.A.FINANCE LTD.

CIN :- L65999WB1993PLC058703

Annexure -I

Information as required by Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr No	Particulars	Quarter ended			Year Ended	
		31.03.2024 (Audited)	31.12.2023 (Unaudited)	31.03.2023 (Audited)	31.03.2024 (Audited)	31.03.2023 (Audited)
1	Debt-Equity Ratio	0.36	0.26	0.43	0.36	0.43
2	Debt Service Coverage Ratio	NA	NA	NA	NA	NA
3	Interest Service Coverage Ratio	NA	NA	NA	NA	NA
4	Outstanding Redeemable Preference Share (Qty)	Nil	Nil	Nil	Nil	Nil
5	Outstanding Redeemable Preference Share (Value)	Nil	Nil	Nil	Nil	Nil
6	Capital Redemption Reserve (Rs in Lakhs)	222.95	222.95	222.95	222.95	222.95
7	Debenture Redemption Reserve	Nil	Nil	Nil	Nil	Nil
8	Networth (Rs in lakhs)	1,990.02	1,949.95	1,889.87	1,990.02	1,889.87
9	Net Profit after Tax (Rs in lakhs)	34.45	17.91	(11.89)	101.21	40.55
10	Earnings per Equity Share					
	Basic (Rs)	0.32	0.17	(0.11)	0.95	0.38
	Diluted (Rs)	0.32	0.17	(0.11)	0.95	0.38
11	Current Ratio	NA	NA	NA	NA	NA
12	Long Term Debt to Working Capital	NA	NA	NA	NA	NA
13	Bad debts to Accounts Receivable Ratio	NA	NA	NA	NA	NA
14	Current Liability Ratio	NA	NA	NA	NA	NA
15	Total Debts to Total Assets	0.26	0.21	0.30	0.26	0.30
16	Debtors Turnover	NA	NA	NA	NA	NA
17	Inventory Turnover	NA	NA	NA	NA	NA
18	Operating Margin (%)	NA	NA	NA	NA	NA
19	Net Profit Margin (%)	50.09%	33.94%	-27.12%	33.12%	18.61%
20	Sector Specific equivalent ratios					
	Capital Adequacy Ratio (%)	80.78%	79.77%	72.20%	80.78%	72.20%
	Gross NPA ratio (%)	-	-	-	-	-
	Net NPA ratio (%)	-	-	-	-	-
	NPA Provision Coverage Ratio (%)	-	-	-	-	-
	Liquidity coverage ratio (%) [*]	1.81	1.34	1.66	1.81	1.66
	Capital to risk-weighted assets ratio (CRAR)	0.87	0.77	0.76	0.87	0.76
	Tier I CRAR	0.58	0.56	0.45	0.58	0.45
	Tier II CRAR	0.28	0.20	0.31	0.28	0.31

I) Certain ratios/ line items marked with remark "N/A" are not applicable since the Company is a NBFC registered with RBI

ii) Debt Equity Ratio = [Debt Securities + Borrowings(Other than Debt Securities) + Deposits + Subordinated Liabilities]/[Equity Share Capital+Other Equity

iii) Net Worth = [Equity Share Capital + OtherEquity]

iv) Total debts to total Assets = [Debt Securities + Borrowings(Other than Debt Securities) + Deposits + Subordinated Liabilities]/ Total Assets

v) Net Profit Margin (%) = Profit After Tax / Total Income

vi) Capital Adequacy Ratio has been computed as per RBI guidelines

vii) Gross NPA Ratio = Gross Stage 3 loans / Gross Loans

viii) Net NPA Ratio = Net Stage 3 Loans / (Gross loans - ECL on stage 3 loans) where Net stage 3 loan = Gross Stage 3 loans - ECL on stage 3 loans

ix) NPA Provision Coverage Ratio = ECL on Stage 3 loans / Gross stage 3 loans

x) Liquidity Coverage Ratio has been computed as per RBI guidelines

xi) NPA = Non Performing Assets

J A Finance Ltd

Notes:

3. The above financial results have been reviewed by the Audit committee and subsequently approved by Board of Directors at their respective meetings held on May 29, 2024.
4. The above financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, the circulars guidelines and directions issued by the Reserve Bank of India (RBI), Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other recognized accounting practices generally accepted in India.
5. The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulations 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015.

The financial results are available on websites of the Stock Exchange(s) and the listed entity. (www.jafinance.co.in).

6. *The figures for the fourth quarter of current financial year and previous financial year are the balancing figures between audited figures in respect of full financial year(s) and the published year to date figures up to the end of third quarter of the current and previous financial year which was subject to limited review by the statutory auditors.
7. The financial results for the quarter and year ended March 31, 2024 have been audited by Statutory Auditors.
8. The company is primarily engaged in the business of financing and there are no separate reportable segments identified as per Ind AS 108 – Operating Segments.
9. Information as required by Regulations 52(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the Quarter and year ended March 31, 2024 are attached as Annexure - I.
10. The figures for the previous periods/year have been regrouped/rearranged wherever necessary to conform to the current period presentation. There are no significant regroupings/ reclassification for the quarter under report.

For or behalf of Board of Directors of
J.A. Finance Ltd.

(Akshay Goyal)
Managing Director
DIN – 00201393

Place :- Jamshedpur
Date :- 29.05.2024



Harnathka & Associates

CHARTERED ACCOUNTANTS

COMPANY PROFILE

M/s HARNATHKA & ASSOCIATES is a Jamshedpur based Chartered Accountants firm having its office at Shop No.7, Ground Floor, Bumbra Enclave, Diagonal Road, Bistupur, Jamshedpur-831001.

The Firm provides a range of Financial and Business advisory services to all types of clients.

The Firm was incorporated in 2016 by CA. Abhishek Kumar Harnathka.

Partner's Profile

→**CA. Abhishek Kumar Harnathka** , Partner of the firm, is an fellow member of The Institute of Chartered Accountants of India with more than 8 years standing in the profession.

He has wide experience in areas of Audit, Taxation (Direct & Indirect), Goods & Service Tax, Internal Control Compliances and Certifications.

His experience includes advising clients on:

- Accounting Concepts
- Compliances under various laws
- Effective controls and procedures.

→**CA. Megha Harnathka** , Partner of the firm, is an associate member of The Institute of Chartered Accountants of India with 9 years standing in the profession and 5 years in practice.

She has a wide experience in areas of Accounting, Internal Audit, Taxation (Direct & Indirect), Goods & Service Tax and Company Related Matters.



OUR SERVICES

We create a unique process for each client to ensure that business objectives are met, success is achieved and clients are happy.

Our Services includes the following Accounting & Assurance Services:-

- Accounting Services including management accounting
- Review of Accounting Systems
- Statutory Audit
- Tax Audit
- Internal Audit
- GST Audit
- Trust Audit
- Certification
- GST Day to Day Compliances
- Back office operations including Payroll / HR Processing
- Compliance Audit
- Dispute & Litigation Settlements under various Acts.

OUR RELATIONS

Chartered Accountants are the financial architect, Doctor, engineer and business solution provider for an organization.

We strongly believe in above and we at Harnathka & Associates are trying to play a role for our clients as above.



CLIENTS

In our multi-disciplinary services, we have served across various industries and diverse verticals, thus generating deep insights of multifarious businesses and differences in economic, social and regulatory environments.

This understanding helps us to tailor our solutions and cater to specific client requirements better.

- Logistics
- Automobiles
- Steel & Metal
- Real Estate
- Health Care
- Trust
- NBFC

BRIEF PROFILE

Name: CS Shikha Naredi
Firm Name: Shikha Naredi & Associates (S2020JH724800)
Peer Review Certificate No.: 1791/2022 (Valid till 31-03-2027)
Office: Virdi Niwas, Ground Floor, M-Road, Bistupur,
Jamshedpur, Jharkhand-831001
Contact Person: Shikha Naredi
Contact No.: +91 9931737989
Email id: shikha.naredi@gmail.com
Education Qualification: Company Secretary, B.S.L. (LLB)
Other Qualification: Qualified Independent Director
Date of Practice: 07th March, 2016
Operational Coverage: State of Jharkhand, West Bengal

Services

A. Listing Compliance under SEBI Regulations:

- Successful IPO
- Quarter and Annual Compliances of NSE and CSE Listed Companies
- Certification for Listed Company

B. Formation of Companies:

- Formation of Private limited Companies
- Formation of Public limited Companies
- Formation of non-profit association/ Sec.8 (Companies Act, 2013) companies.
- Formation of OPC (One Person Company)
- Conversion of Proprietorship concern, Partnership firm into Private or Public limited.
- Companies and Conversion of Private limited into Public Limited and vice versa.

C. Formation of LLPs:

- Annual Compliances of LLPs
- Drafting LLP Agreements
- Conversion of LLP

D. Company Law and Secretarial Compliances:

- Compliance relating to the meetings of Board of Directors, Shareholders, Creditors etc.,
- Filing of Annual returns with the Ministry of Corporate Affairs and related legal documentation.

- Drafting and Maintenance of Minutes books, Statutory Registers and other supporting services.
- Compliances relating to Statutory Meeting and Statutory Report.
- Alteration/Variation in the name of company.
- Alteration/Variation the Authorised Capital
- Issue / allotment of shares and related compliances.
- Transfer of Shares.
- Change of registered office within the same city, from one city to another and one state to another.
- Alteration/Variation of main object of the company.
- Inter Corporate Investments and loans
- Advising on creation, satisfaction and registration of charges.
- Drafting of Director's Report, Corporate Governance Report, Annual Report.
- Matters related to Investor Grievances.
- Payment of dividend and related compliances.
- Change of management, take-over of management and related due diligence services.
- Winding-up of companies / Striking off of the companies.
- Merger and Acquisition and Take-Over
- Director Identification Number (DIN) Compliance process as per DIN Rules 2006
- Secretarial Audit

E. Restructuring of Companies:

- Mergers and Demerger
- Revival of Defunct Company

F. NBFC compliance

- Formation of NBFC Company
- Registration of NBFC Company and License Approval
- FIU-IND registration
- CERSAI Registration
- Registration with Credit Information Companies (CIC)
- CYCR registration
- Annual Compliances
- Filing of various forms in the RBI portal

G. Services to Banks/Financial Institutions

- Issue of Due Diligence reports
- Issue of Search Report
- Opinion on various company law matters
- Advising on creation and registration of charges.
- Registration with Information Utility (Insolvency and Bankruptcy Code, 2016) (NeSL).

J.A. FINANCE LIMITED

RELATED PARTY TRANSACTIONS POLICY

1. PURPOSE

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ("Policy") is framed as per the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Direction, 2023 ('RBI Guidelines') and is intended to ensure proper approval and reporting of Related Party Transactions.

The Board of Directors ('the Board') of J. A. Finance Limited ('Company'), on recommendation of Audit Committee have revised and adopted this Policy effective from **29th May, 2024**.

2. DEFINITION

A. "**Arm's Length Transaction**" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no question of conflict of interest.

B. "**Material Related Party Transaction**" in relation to the Company means a related party transaction which individually or taken together with previous transactions with a related party during a financial year, exceeds Rupees One Thousand Crore or **ten per cent** of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

C. "**Material modification**" means any subsequent change to an existing Related Party Transaction, having variance of 20% of the existing limit or Rs.10 crores whichever is lower.

D. '**Ordinary Course of Business**' means activities which are carried out by the Company in line with its Memorandum and Articles of Association.

All terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and, Listing Regulations and RBI Guidelines, as amended from time to time.

3. IDENTIFICATION OF RELATED PARTIES AND THE RELATED PARTY TRANSACTIONS

Every Promoter, Director and Key Managerial Personnel will be responsible for providing a declaration giving the list of related persons and entities where the person is interested to the Audit Committee at the time of appointment or as required by applicable laws.

4. APPROVAL OF RELATED PARTY TRANSACTIONS

Transactions which are on "arm's length Basis" and are "in Ordinary course" of business	Transactions which are either not on "arm's length basis" and / or not "in ordinary Course" Of business	Material Related Party Transaction (as defined under point 2-A)
Approval of Audit Committee necessary for all transactions	Approval of Audit Committee for all transactions	Approval of Audit Committee for all transactions
	Approval of Board necessary for all transactions	Approval of Board necessary for all transactions
		Approval of shareholders by way of resolution.

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Audit Committee may grant standing pre-approval / omnibus approval.

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

5. REVIEW AND AMENDMENT

The Board may review this Policy periodically (and at least once every three years) and make amendments from time to time, as may be deemed necessary (including based on recommendation(s) of the Audit Committee).

6. DISCLOSURE

This Policy will be uploaded on the website of the Company.

J. A. FINANCE LIMITED

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES

1. PURPOSE

The policy for determining materiality for disclosures ("Policy") is framed pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

The Board of Directors ('the Board') of J. A. Finance Limited ('Company') have been revised and adopted this Policy, effective from **29th May, 2024**.

2. APPLICABILITY

This Policy, applies in respect of disclosure of material events, to the Company, its Subsidiaries, Directors, Promoters, Key Managerial Personnel and Senior Management Personnel.

3. AUTHORISED PERSONS

The Managing Director shall determine materiality of information/ events. The contact details of the Managing Director are: Mr. Akshay Goyal, Email: - jafkolkata@gmail.com and telephone: - 8825301259.

The Company Secretary shall make a disclosure to the Stock Exchange about the Material Events.

4. DETERMINING MATERIALITY OF EVENTS / INFORMATION

(i) Mandatory Disclosures

Events listed in Para A – Part A of Schedule III of Listing Regulations, shall be deemed to be material and shall be disclosed without application of materiality criteria.

(ii) Disclosure on the basis of application of guidelines for Materiality

Events/information listed in Para B – Part A of Schedule III of the Listing Regulations, shall be considered material if it satisfies the materiality criteria stated below:

- (a) the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date;

OR

If the value or the expected impact in terms of value of such event or information exceeds the lower of the following:

- (1) two percent of turnover, as per the Company's last audited annual consolidated financial statements;
- (2) two percent of net worth, as per the Company's last audited annual consolidated financial statements, except in case the arithmetic value of the net worth is negative;
- (3) five percent of the average of absolute value of profit or loss after tax, as per the Company's last three audited annual consolidated financial statements.

To determine the materiality of other events/information which are not covered under 4(i) and (ii) above, relevant qualitative and quantitative criteria, as may be determined by the Board of Directors of the Company from time to time, shall be considered.

TIMELINES FOR DISCLOSURE

The Company shall disclose all events or information within the timelines specified in the Applicable Laws.

5. REVIEW AND AMENDMENT

The Board may review and amend this Policy from time to time, as may be deemed necessary.

6. DISCLOSURE

This Policy will be uploaded on the website of the Company.

J. A. FINANCE LIMITED

POLICY FOR SUCCESSION PLANNING FOR APPOINTMENT OF THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT

1. PURPOSE

The policy on Succession Planning ("Policy") is framed pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to ensure orderly succession for appointment to the board of directors and senior management.

The Board of Directors ('the Board') of J. A. Finance Limited ('Company'), on recommendation of Audit Committee have revised and adopted this Policy effective from **29th May, 2024**.

2. DEFINITION

All terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and, Listing Regulations and RBI Guidelines, as amended from time to time.

3. APPLICABILITY

The Policy shall be applicable for succession planning of the following personnel:

- a) Board of Directors
- b) Whole-time Directors including Managing Director & CEO
- c) Chief Financial Officer
- d) Company Secretary
- e) Chief Compliance Officer
- f) Senior Management

4. SUCCESSION PLAN FOR THE BOARD

The Nomination and Remuneration Committee of the Company shall oversee and review succession plans from time to time and recommend the same to the Board.

5. SUCCESSION PLAN FOR KEY MANAGERIAL PERSONNEL / SENIOR MANAGEMENT

The Nomination and Remuneration Committee shall periodically review any vacancy / probable vacancy in the position of Key Managerial Personnel or Senior Management which may arise on account of retirement, resignation, death, removal, transfer, business expansion, incapacity whether temporary or permanent or otherwise.

6. REVIEW AND AMENDMENT

The policy will be reviewed by the Nomination and Remuneration Committee and approved by the Board of Directors as and when required. In case of non-adherence to the policy, the same shall be reported to the Nomination and Remuneration Committee and necessary action may be taken in this regard.

7. DISCLOSURE

This Policy will be uploaded on the website of the Company.

J. A. FINANCE LIMITED

POLICY ON BOARD DIVERSITY

1. PURPOSE

The policy on Board Diversity ("Policy") is framed in terms of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and under part D, Schedule II to the Listing Regulations.

The Policy sets out the approach to have a diversity on the Board of Directors ('the Board') of J. A. Finance Limited ('Company').

2. SCOPE

This Policy applies to the Board. It does not apply to employees generally.

3. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("the NRC") is responsible for reviewing and assessing the composition, performance of the Board, recommending the appointment or reappointment of independent directors.

The Nomination and Remuneration Committee is reviewed and adopted this Policy effective from 29th May, 2024.

4. REVIEW AND AMENDMENT

The NRC will review this policy periodically and recommend revisions to the board for consideration.

5. DISCLOSURE

This Policy will be uploaded on the website of the Company.

Annexure-E

Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment Mrs. Megha Goyal is appointed as Chief Financial Officer and Key Managerial Personnel of the Company.
Date of appointment/ cessation (as applicable) & term of appointment	Date of appointment: 29 th May, 2024 Terms of appointment: As recommended by the NRC and approved by the Board of Directors, from time to time.
Brief Profile (in case of appointment)	Mrs. Megha Goyal is a MBA in Finance having working experience of finance and accounting.
Disclosure of relationships between directors (in case of appointment of Director)	Not Applicable