

WinPro Industries Limited

(Formerly known as Jump Networks Limited)

CIN: - L92412MH1992PLC067841

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

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

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

Date: April 25, 2022

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

Scrip Code: 531337;

Scrip ID: WINPRO

REF: Regulations 34(1) Of Sebi (Listing Obligation and Disclosure Requirements) Regulations. 2015

SUBJECT: Submission of Annual Report for Financial Year 2020-21.

Respected Sir/ Madam,

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of Annual Report for the financial year ended on March 31, 2021 together with the Notice convening the Annual General Meeting of the Company on Thursday, May 19, 2022 at 10.00 a.m at Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.

You are required to kindly take above on your records.

Thanking You,
For **WinPro Industries Limited**
(Formerly known as Jump Networks Limited)


Atul Kumar
Managing Director
DIN: 07271915



Encl: As above



WinPro Industries Limited
(Formerly known as Jump Networks Limited)

Annual Report FY 2020-21

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CORPORATE INFORMATION

Winpro Industries Limited

(formerly known as Jump Networks Limited)

CIN: L92412MH1992PLC067841

Script ID: WINPRO I Script Code: 531337

BOARD OF DIRECTORS

Mr. Abhishek Sanga	:	Chairman & Non-executive Director
Mr. Atul Kumar	:	Managing Director
Mr. Manav Kumar	:	Executive Director & CFO
Mr. Anil Thakor	:	Non-Executive Director
Mrs. Minakshi Singh	:	Independent Director
Mr. Nirdesh Shah	:	Independent Director
Ms. Palak Pandey	:	Company Secretary & Compliance Officer

COMMITTEES

Audit Committee

Mr. Nirdesh Shah	:	Chairman
Mr. Atul Kumar	:	Member
Mrs. Minakshi Singh	:	Member

Stakeholders Relationship Committee

Mr. Nirdesh Shah	:	Chairman
Mr. Atul Kumar	:	Member
Mrs. Minakshi Singh	:	Member

Nomination and Remuneration Committee

Mr. Nirdesh Shah	:	Chairman
Mrs. Minakshi Singh	:	Member
Mr. Abhishek Sanga	:	Member

Risk Management Committee

Mr. Abhishek Sanga	:	Chairman
Mrs. Minakshi Singh	:	Member
Mr. Nirdesh Shah	:	Chairman

AUDITORS

Statutory Auditors:

Mohandas & Co.

Chartered Accountants

(ICAI Registration No. FRN 106529W)

10, Krishna Cottage, Dattapada Road no. 2,

Dattapada Subway, Borivali (East),

Mumbai – 400 066.

Internal Auditor:

M/s. SNR & Co.

Chartered Accountants

(Firm Registration no. 014401N)

Add: A-15, Second Floor,

Hauz Khas, New Delhi – 110 016.

Secretarial Auditor:**M/s. JCA & Co.,****Company Secretaries****COP: 13687**

Office No. 23 Ground Floor,
Swaymbhu Gaodevi SRA Building,
Carter Road No. 02, Borivali (East),
Mumbai – 400 066.

Registrar & Transfer Agent

Skyline Financial Services Private Limited

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

Registered Office

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

Email:

corp.iris@gmail.com,

info@jumpnetworks.in,

compliance@jumpnetworks.in

Contact No.:

+91 81081 06033

Website:www.jumpnetworks.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WINPRO INDUSTRIES LIMITED (FORMERLY KNOWN AS JUMP NETWORKS LIMITED) FOR THE FY 2020-21 WILL BE HELD ON THURSDAY, MAY 19, 2022 AT 10.00 A.M. AT SAMMELAN HALL, A101, SAMARTH COMPLEX, JAWAHAR NAGAR, GOREGAON (WEST), MUMBAI – 400 104

TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Businesses:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 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. **Appointment of the Statutory Auditor:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the recommendation of the audit committee, **M/s. Mohandas & Co.**, Chartered Accountants (Firm Registration No. 13024w) be and is hereby appointed as a Statutory Auditors of the Company to hold office for a period of five years starting from FY 2021-22 till the conclusion of Annual General Meeting for the FY 2024-25, at such remunerations and reimbursement of out of pocket expenses incurred as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

Special Businesses:

4. **Regularization of Mr. Anil Thakor (DIN: 09168337) as a Non-Executive Director of the Company:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Thakor (DIN: 09168337), who was appointed by the Board of Directors as an Additional Non-executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. May 11, 2021, holds office up to the date of this Annual General Meeting, and who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts deeds and things as may be deemed necessary to give effect to this resolution.”

5. Regularization of appointment of Ms. Minakshi Singh (DIN: 07483620) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Minakshi Singh (DIN: 07483620)**, who on recommendation of the Nomination and Remuneration committee was appointed as an Additional Independent Director of the Company by the Board on June 15, 2021 and who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and also given her consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company on recommendation of the Board, to hold office for a term of five years w.e.f. June 15, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

6. Regularization of appointment of Mr. Nirdesh Shah (DIN: 08128204) as Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Nirdesh Shah (DIN: 08128204)**, who on recommendation of the Nomination and Remuneration committee was appointed as an Additional Independent Director of the Company by the Board on June 15, 2021 and who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and also given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company on recommendation of the Board, to hold office for a term of five years w.e.f. June 15, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

7. Regularization of Mr. Manav Kumar (DIN: 08309105) as an Executive Director of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Manav Kumar (DIN: 08309105)**, who was appointed by the Board of Directors as an Additional Executive Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f.

November 29, 2021 who holds office up to the date of this Annual General Meeting, and who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts deeds and things as may be deemed necessary to give effect to this resolution.”

8. Appointment of Mr. Atul Kumar (DIN: 07271915) as the Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications, amendments or re-enactments thereto for the time being in force, (‘the Act’), the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to change the designation of Mr. Atul Kumar (DIN: 07271915) from Independent Director to the Managing Director of the Company for a period of five years with effect from June 15, 2021 on the remuneration and terms and conditions as mentioned hereunder:

Salary:

As agreed between Mr. Atul Kumar and the Board of Directors of the Company.

Commission:

Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

(A) Perquisite / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Utility Allowances, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, club membership, Telephone, etc.)

The amount of such perquisites and allowances shall be as per Company’s Policy and rules. However, the total amount of such salary and perquisites and allowances shall not exceed in aggregate as per the discretion of the Board.

(B) Contribution to Provident Fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the remuneration, terms and conditions, to the extent recommended by the Nomination and Remuneration Committee, from time

to time as may be considered appropriate, subject to the overall limits specified in the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Atul Kumar.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

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

**Place: Mumbai
Date: April 21, 2022**

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
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 May 13, 2022 to May 19, 2022 (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: compliance@jumpnetworks.in
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 2020-21 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 2020-21 will also be available on the Company's website viz. www.jumpnetworks.in

9. Voting through electronic means:

In Compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their

right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by Central Depository Services Limited (CDSL), the instructions for remote e-voting are as under:

The Board of Directors has appointed M/s. JCA & Co., Practicing Company Secretaries as the scrutinizer will be responsible to conduct e-voting in a fair and transparent manner.

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

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through Physical mode.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.jumpnetworks.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

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

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

- (i) The voting period begins on Monday, May 16 2022 at 9.00 a.m. (IST) and ends on Wednesday, May 18, 2022 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 May 12, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name

Type of shareholders	Login Method
	<p>or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.

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

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. WinPro Industries Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corp.iris@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Atul Kumar
Managing Director
DIN: 07271915**

**Place: Mumbai
Date: April 21, 2022**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 4:**

On recommendation of the Nomination and Remuneration Committee, Mr. Anil Thakor (DIN: 09168337), was appointed as an Additional Non-executive Director of the Company with effect from May 11, 2021. In terms of the provisions of Section 161(1) of the Act, Mr. Anil Thakor, would hold office up to the date of the ensuing Annual General Meeting. Mr. Anil Thakor is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Your directors have proposed the appointment of Mr. Anil Thakor as a Non-executive Director of the Company and a resolution to that effect has been set out as Item No. 4 of this Notice.

Except Mr. Anil Thakor to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice. A profile of Mr. Anil Thakor is set out herein below the notice.

Item No. 5:

On recommendation of the Nomination and Remuneration Committee, Ms. Minakshi Singh (DIN: 07483620), was appointed as an Additional Independent Director on the Board of the Company, on June 15, 2021. Your directors have proposed the appointment of Ms. Minakshi Singh, as a Non-Executive Independent Director of the Company for a period of 5 years, w.e.f. June 15, 2021, and a resolution to that effect has been set out as Item No. 5 of this Notice.

Ms. Minakshi Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

Except Ms. Minakshi Singh to whom the resolution relates and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. A profile of Ms. Minakshi Singh is set out herein below the notice.

Item No. 6:

On recommendation of the Nomination and Remuneration Committee, Mr. Nirdesh Shah (DIN: 08128204), was appointed as an Additional Independent Director on the Board of the Company, on June 15, 2021. Your directors have proposed the appointment of Mr. Nirdesh Shah, as a Non-Executive Independent Director of the Company for a period of 5 years, w.e.f. June 15, 2021, and a resolution to that effect has been set out as Item No. 6 of this Notice.

Mr. Nirdesh Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

Except Mr. Nirdesh Shah to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. A profile of Mr. Nirdesh Shah is set out herein below the notice.

Item No. 7:

On recommendation of the Nomination and Remuneration Committee, Mr. Manav Kumar (DIN: 08309105), was appointed as an Additional Executive Director of the Company with effect from November 29, 2021. In terms of the provisions of Section 161(1) of the Act, Mr. Manav Kumar, would hold office up to the date of the ensuing Annual General Meeting. Mr. Manav Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Your directors have proposed the appointment of Mr. Manav Kumar as an Executive Director of the Company and a resolution to that effect has been set out as Item No. 8 of this Notice.

Except Mr. Manav Kumar to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice. A profile of Mr. Manav Kumar is set out herein below the notice.

Item No. 8:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 15, 2021 has approved to change the designation of Mr. Atul Kumar from an Independent Director to the Managing Director of the company for a period of five years commencing from June 15, 2021 on the following terms:

Salary:

As agreed between Mr. Atul Kumar and the Board of Directors of the Company.

Commission:

Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

(A) Perquisite / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Utility Allowances, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, club membership, Telephone, etc.)

The amount of such perquisites and allowances shall be as per Company's Policy and rules. However, the total amount of such salary and perquisites and allowances shall not exceed in aggregate as per the discretion of the Board.

(B) Contribution to Provident Fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:**I.General Information:**

Nature of Industry	Resale of IT Products and Advertisement
Date or expected date of Commercial Production	N.A. Since the Company has already commenced its business activities.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial Performance:**(in Lakhs)**

Particulars	March 31, 2020	March 31, 2019	March 31, 2018
Total Income	19,515.24	6,872.88	6,466.34
Depreciation	15.50	0.29	10.80
Total Expenses	16,813.28	6,653.52	6,436.47
Net Profit	(11,358.48)	163.06	29.87
Paid up Capital	4,998.11	4,998.11	4,998.11
Reserves & Surplus	(3,113.89)	8,261.67	8,098.61

Foreign Investments or collaborations, if any- There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Director:

Background Details	Mr. Atul Kumar has over 14 years of experience in the field of Financial Market.
Past Remuneration	Mr. Atul is entitled to receive salary as agreed between Mr. Atul and the Board of Directors of the Company + up to 1% commission of net profit at the absolute discretion of the Board. However, he has forgone his salary and commission in the interest of the company.
Recognition or awards	Not Applicable
Job Profile and his suitability	Mr. Atul was initially appointed as an Independent Director of the Company. It has been observed that his experience in the field of Financial Marketing would provide great benefit to the company to carry its business activities.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and expected involvement of Mr. Atul in the Company, the proposed remuneration is reasonable and in line with the remuneration levels in the Industry, across the Country and befits his position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None

The details of Mr. Atul Kumar as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in **Annexure - A** to this Notice.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Atul Kumar and his relatives has any concern or interest, financial or otherwise, in the resolution at Item no. 7 of this Notice.

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

**Atul Kumar
Managing Director
DIN: 07271915**

**Place: Mumbai
Date: April 21, 2022**

ANNEXURE TO THE NOTICE**[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]****DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED:**

Name of the Director	Mr. Anil Thakor	Mr. Minakshi Singh	Mr. Nirdesh Shah	Mr. Atul Kumar	Mr. Manav Kumar
DIN	09168337	07483620	08128204	07271915	08309105
Date of Birth	12/06/1998	05/06/1980	10/11/1988	15/05/1976	12/07/1987
Date of Appointment	11/05/2021	15/06/2021	15/06/2021	15/06/2021	29/11/2021
Expertise in Special Functional	Sales & Marketing	Finance	Media Industry	Finance	Finance & Accounts
Directorship held in other Public Limited Companies	1	2	1	1	2
Number of shares held in the Company	Nil	14300	Nil	Nil	Nil
Inter se Relationship with the Board	None	None	None	None	None

BOARD'S REPORT

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

1. Report:

Your Directors have presented the 28th Annual Report on the performance of the Company together with the Audited Financial Statements for the year ended March 31, 2021.

2. Financial Highlights:

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

(Amount in Lakhs.)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from Operations	14,371.20	18,515.83
Other Income	789.24	999.41
Total Revenue	15,160.44	19,515.24
Less: Expenditure	13,938.81	16,813.28
Profit before Tax	1,221.63	2,701.95
Exceptional Items	(890.51)	(13,089.29)
Less: Current Income Tax	112.93	998.59
Less: Deferred Tax	4.78	(27.44)
Profit / (Loss) after Tax	213.41	(11,358.48)
Earnings per share (Basic)	0.21	(11.36)
Earnings per share (Diluted)	0.21	(11.36)

3. Business Performance:

During the year under review your Company has recorded total revenue of Rs. 14,371.20/- Lakhs as compared to previous year's revenue of Rs. 18,515.83/- Lakhs. Considering decrease in revenue as compare to previous financial year, the management is taking essential measures to improve the performance of the Company.

Please refer to the Management Discussion and Analysis section which forms a part of this Annual Report for details of the performance and operations review and the Company's strategies for growth.

4. Dividend:

Considering requirement of funds to carry out the undergoing projects, Your Company has not declared any dividend during the year under review.

5. Transfer to reserves:

The Company has not transferred any amount to reserves during the year under review.

6. Share Capital:**Authorized Share Capital:**

The Authorized Share Capital of the Company as at March 31, 2021 was Rs. 75,00,00,000/- (Seventy-Five Crore only) divided into 15,00,00,000 (Fifteen Crore only) Equity Shares of Rs. 5/- each.

Issued & Subscribed Share Capital:

As on the March 31, 2021, 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, the Company has not issued any shares with differential voting rights.

Further, it has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

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

Following Material changes have taken place as on the date of this report:

a) Right Issue of Equity Share of up to Rs. 49,00,00,000/- (Rupees Forty-Nine Crores Only)

The Company had plans to raise additional capital of up to Rupees Forty-Nine Crores by issue of Equity shares through Right Issue. The Company had made an application for the in-principle approval to the Stock Exchange however the Stock Exchange rejected the application, according company decided to raise the additional fund through other alternatives.

b) Issue of 5,00,00,000 (Five Crores) Convertible Equity Warrants through Preferential Allotment/Private Placement.

The Company has issued 5,00,00,000 (Five Crores) Convertible Equity Warrants through Preferential Allotment/Private Placement through Postal Ballot dated September 06, 2021. On receipt of 25 % of Consideration i.e Rs.13,20,00,000/- (Rupees Thirteen Crores Twenty Lacs Only) 4,40,00,000 Convertible Equity Warrants were allotted dated September 17, 2021.

c) Shifting of Registered Office of the Company:

- i. The Company has shifted its registered office from "B-302, Western Edge - II, Western Express Highway, Borivali (East), Mumbai – 400 066" to "**Unit No. 244-A RDP-2, CTS No. 1374/B, Village Versova, S.V.P Nagar, Near Telephone Exchange, Four Bungalows, Andheri (West), Mumbai – 400 053**" within the local limits of the same city with effect from December 01, 2020.
- ii. The Company further shifted its registered office from "Unit No. 244-A RDP-2, CTS No. 1374/B, Village Versova, S.V.P Nagar, Near Telephone Exchange, Four Bungalows, Andheri (West), Mumbai – 400 053." to

“Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051” within the local limits of the same city with effect from September 17, 2021.

- d) Change in name of the Company from “Jump Networks Limited” to “**Winpro Industries Limited**”.

The Management believes that the change of the name of the company undertaken is a part of corporate rebranding would make the name of the company simple, sharp and focused. The company is taking steps towards rebranding and repositioning of its organization and accordingly has changed its name from “Jump Networks Limited” to “**Winpro Industries Limited**” dated October 23, 2021 with the approval of the members through Postal Ballot.

8. Deposit:

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet for the Financial Year 2020 – 2021.

9. 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.

10. Corporate Social Responsibility:

The Company has not developed and implemented any Corporate Social Responsibility Initiatives as per the provisions of section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as the aforesaid provisions are not applicable to the Company.

11. Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo:

The particulars as prescribed under sub-section (3)(m) of section 134 of the Companies Act, 2014 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are annexed herewith at “**Annexure – I**”.

12. Internal control system and their adequacy:

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 – II**”.

13. Independent Director’s Declaration:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

14. Company’s policy on appointment and remuneration of Directors:

Your Company has been following well laid down policy on appointment and remuneration of Directors, KMP and Senior Management Personnel. The appointments of Directors are made pursuant to the recommendation of Nomination and Remuneration Committee. The remuneration of Executive Directors comprises of Basic Salary and Perquisites and follows applicable requirements of the Companies Act, 2013. Approval of shareholders and the Central Government, if so required, for payment of remuneration to Executive Directors is sought, from time to

time. A brief of the Policy on appointment and remuneration of Directors, KMP and Senior Management is uploaded on the Company's website at www.jumpnetworks.in. The Company's Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is enclosed as "Annexure –III" to this Report.

15. **Board Evolution:**

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

The Nomination and Remuneration has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Directors being evaluated.

16. **Directors and Key Managerial Personnel:**

Details of Directors and Key Managerial Personnel's (KMPs) as on date of report are as follows:

Sr. No.	Name of Directors and KMP	Designation	Date of Appointment	Date of Resignation
1.	Atul Kumar	Independent Director	28-09-2016	15-06-2021
2.	Atul Kumar	Executive Director & MD	15-06-2021	-
3.	Abhishek Sanga	Non-Executive & Chairperson	14-01-2019	-
4.	Bharat Chawla	Non-Executive Director	08-02-2019	15-12-2020
5.	Bhim Chaudhry	Non-Executive Director	30-04-2019	30-09-2020
6.	Yogendra Bagree	Non-Executive Director	13-02-2020	31-07-2020
7.	Harshawardhan Sabale	Executive Director & MD	13-02-2020	12-03-2021
8.	Neha Gupta	Independent Director	31-03-2020	13-11-2020
9.	Amita Karia	Independent Director	30-09-2020	05-03-2021
10.	Milin Ramani	Independent Director	13-11-2020	02-03-2021
11.	Anil Thakor	Non-Executive Director	11-05-2021	-
12.	Minakshi Singh	Independent Director	15-06-2021	-
13.	Nirdesh Shah	Independent Director	15-06-2021	-
14.	Manav Kumar	Executive Director	29-11-2021	-
15.	Manav Kumar	CFO	14-01-2019	-
16.	Nihar Shah	CS & Compliance Officer	01-10-2020	31-01-2021
17.	Palak Pandey	CS & Compliance Officer	24-06-2021	-

17. **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:

Details of Directors resigned during the year are as follows:

- Yogendra Bagree resigned from the post of Non-executive Director w.e.f. July 31, 2020.
- Bhim Chaudhry resigned from the post of Non-executive Director w.e.f. September 30, 2020.
- Harshwardhan Sabale resigned from the post of Executive Director w.e.f. March 12, 2021
- Neha Gupta resigned from the post of Independent Director w.e.f. November 13, 2020.
- Bharat Chawla resigned from the post of Non-executive Director w.e.f. December 15, 2020.
- Milin Ramani resigned from the post of Independent Director w.e.f. March 02, 2021.
- Amita Karia resigned from the post of Independent Director w.e.f. March 05, 2021.

To maintain the composition of board of directors as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 following directors were appointed till the date of this report:

- Anil Thakor was appointed as a Non-executive Director w.e.f. May 11, 2021.
- Minakshi Singh was appointed as an Independent Director w.e.f. June 15, 2021.
- Niradesh Shah was appointed as an Independent Director w.e.f. June 15, 2021.
- Manav Kumar was appointed as an Executive Director w.e.f. November 29, 2021.

Changes in KMPs:

Nihar Shah appointed at the post of Company Secretary and Compliance officer of the company w.e.f. October 01, 2020 further resigned from the post w.e.f. January 31, 2021. To comply with Regulation 6 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Palak Pandey appointed as Company Secretary and Compliance Officer w.e.f. June 24, 2021.

18. Human resource:

The Company has well documented and updated policies in place to prevent any kind of discrimination and harassment, including sexual harassment. The Whistle Blower Policy plays an important role as a watchdog.

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns.

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as covered under the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

19. Board meetings:

During the year thirteen (13) Board Meetings were convened and held on April 09, 2020; July 31, 2020; August 05, 2020; September 14, 2020; September 30, 2020; October 28, 2020; November 13, 2020; November 20, 2020; November 30, 2020; December 15, 2020; February 13, 2021; March 02, 2021 & March 12, 2021.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date of meeting	Total strength of Board	No. of Directors Present
1.	April 09, 2020	7	7
2.	July 31, 2020	6	6
3.	August 05, 2020	6	6
4.	September 14, 2020	6	6
5.	September 30, 2020	6	6

6.	October 28, 2020	6	6
7.	November 13, 2020	6	6
8.	November 20, 2020	6	6
9.	November 30, 2020	6	6
10.	December 15, 2020	5	5
11.	February 13, 2021	5	5
12.	March 02, 2021	4	4
13.	March 12, 2021	2	2

20. Independent Directors' Meeting:

During the year under review, Independent Directors met on March 12, 2021, inter-alia, to discuss:

Evaluation of the performance of Non-Independent Directors and the Board as whole.

- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, quantity content and timelessness of flow of information between the management and the Board.

21. Subsidiaries, joint ventures and associate companies:

The company does not have any subsidiary/ Joint Ventures/ Associate Companies.

22. Particulars of contracts or arrangements made with related parties:

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 in prescribed Form AOC – 2 is annexed herewith at “Annexure – IV”.

23. Policy against sexual harassment:

The Company has framed a policy on Sexual Harassment of Women at workplace which commits to provide a workplace that is free from all forms of discrimination, including sexual harassment. The Policy can be viewed at Company website with the link as www.jumpnetworks.in

24. Vigil mechanism:

The Company has established vigil mechanism pursuant to Section 177 of the Act and the Listing Agreement for Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism from victimization and in appropriate and exceptional cases. The said policy is uploaded on the Company's website and can be viewed at Company website with the link as www.jumpnetworks.in

Provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases, has also been established.

During the year, there have been no complaints alleging child labour, forced labour, involuntary labour and discriminatory employment.

25. Code of conduct for prevention of insider trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company. Details of dealing in the Company's shares by Designated Persons are placed before the Audit Committee on a quarterly basis. The Company has also adopted a Code of Corporate Disclosure Practices, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares

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

26. Particulars of employees u/s 197(12) of the Companies Act, 2013:

The Information & Statement of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure – V".

27. Directors' Responsibility Statement:

In terms of the provisions of Companies Act, 2013, the Directors state that:

- In preparation of the annual accounts for the financial year ended on 31st March 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2021 and of the profit of the Company for that period;
- The directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. Committees of the Board:

The Company has duly constituted the Committees required under the Companies Act, 2013, read with applicable rules made thereunder and the SEBI Listing Regulations. The Committees of the Board formed are as under:

- i. Audit Committee;
- ii. Stakeholders Relationship Committee;
- iii. Nomination and Remuneration Committee;
- iv. Risk Management Committee.

The details with respect to the composition, powers, roles, terms of reference, Meetings of all the relevant committees are provided in the report on corporate governance of the Company which forms part of this Annual Report.

29. **Corporate Social Responsibility (CSR):**

The companies on whom the provisions of the CSR shall be applicable are contained in Sub Section (1) of Section 135 of the Companies Act, 2013. As per the said section, the companies having Net worth of ₹ 500 crore or more; or Turnover of ₹ 1,000 crore or more; or Net Profit of ₹ 5 crore or more during any financial year shall be required to constitute a Corporate Social Responsibility Committee of the Board "hereinafter CSR Committee" with effect from 1st April 2014.

As your Company does not fall in any of the criteria specifies above, the disclosure/reporting as applicable to CSR companies, is not applicable to the Company. However, the Company strives to make constant efforts to contribute to the Society by trying to achieve a balance of economic, environmental and social imperatives, while at the same time addressing the expectations of shareholders and stakeholders.

30. **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.

31. **Auditors and their reports:**

Statutory Auditor:

M/s. MSKA & Associates, Chartered Accountants, (ICAI Registration No. FRN 105047W) were appointed as the Statutory Auditor at the 26th Annual General Meeting ("AGM") of the company. However, they resigned as Statutory Auditor of the Company w.e.f March 10, 2021.

To fill the casual vacancy arise due to resignation of M/s. MSKA & Associates, the Board of Director in their meeting held on June 24, 2021 has appointed M/s. Mohandas & Co. (ICAI Registration No. FRN 106529W).

The Board Recommends appointment of M/s. MAAK & Associates., Chartered Accountants (Firm Registration No. 13024w) to be appointed as the Statutory Auditor of the Company. The Chartered Accountant firm has confirmed their eligibility and consent under Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for their appointment as Statutory Auditors of the Company.

Auditor's Report:

Further, the report of the Statutory Auditors along with the notes is enclosed with the Financial Statements. The Auditors have issued modified opinion on the Financial Statements for the Financial Year ended March 31, 2021 as mentioned below with comments on it by Board of Directors:

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

Observations / Basis for Qualified Opinion	Board's Comments
<p>above, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2021.</p>	<p>corrective action to rectify the said non-compliances it is possible that the non-compliance may also be condoned and/or the amount of the relevant penalties may not materially impact the financial statements.</p> <p>(iii) Auditors' Comments on (i) or (ii) above: "The Company has not complied with various sections of the Companies Act, 2013 during the year. As the Company has not estimated penalties arising, if any, on account of such non-compliances, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2021."</p>
<p>We have not been able to obtain direct confirmation w.r.t. balances from various banks as on March 31, 2021. Accordingly, we are unable to comment on the existence and accuracy of such balances and other related transactions with these banks.</p>	<p>Management's estimation on the impact of audit qualification</p> <p>(i) Management is confident and has represented to the auditor that no transactions were carried out in the said bank accounts referred to in the audit qualification under consideration. Since the bank accounts are extremely old and there has been no transaction in them, they have been deemed inactive by the said banks and, hence, confirmations of the balances are not forthcoming from the banks.</p> <p>The Board of Directors of the Company, at their meeting held on July 31, 2020, have passed resolutions to close the said bank accounts with immediate effect. While it is the Company's legal right to receive all funds in full from all the bank accounts, in the interest of being conservative, management estimates that the Company may not receive any amount from all of bank accounts on their closure.</p> <p>Management does not believe this to have any material impact on the financial statements.</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: Not applicable</p> <p>(iii) Auditors' Comments on (i) or (ii) above: "In absence of direct confirmation, we are unable to comment on the existence and accuracy of bank balance and impact on the financial statements with respect to other related transactions with these banks."</p>
<p>According to the information and explanation given to us, there are the undisputed amounts in respect of income-tax, goods and service tax, cess which were in arrears, as at March 31, 2021 for a period of more than six months from the date they became payable.</p>	<p>(i) Management's estimation on the impact of audit qualification: Management is unable to estimate the impact.</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The amounts which are in arrears in respect of income-tax, goods and service tax, cess as at March 31, 2021, contains certain amounts which in dispute with appropriate authorities and outcome of the said disputes are still awaiting. Therefore, the Management of the Company is not in position to estimate the impact of the audit qualification.</p> <p>(iii) Auditors' Comments on (i) or (ii) above:</p>

Observations / Basis for Qualified Opinion	Board's Comments
	<p>"In absence any outcome on the pending disputes as mentioned above, we are unable to comment on impact of the arrears amounts on the financial statement of the Company."</p>
<p>The Company has received a Show Cause Notice from Securities and Exchange Board of India ("SEBI") wherein it has been alleged that the Company had misrepresented the financials and misused the funds/books of accounts during the period April 1, 2015 to March 31, 2017. It has been alleged that the Company has violated SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP Regulations) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR Regulations"). In the absence of sufficient appropriate audit evidence, we are unable to comment on the impact, if any, on the financial results of the Company.</p>	<p>(i) Management's estimation on the impact of audit qualification: Management is unable to estimate the impact</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The Management of the Company has replied to the Show Cause Notice received from Securities and Exchange Board of India ("SEBI") along with supporting documents countering the allegation for violation of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP Regulations) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR Regulations"). There is no further development on the said matter, therefore, the Management of the Company is not in position the estimate the impact of the audit qualification</p> <p>(iii) Auditors' Comments on (i) or (ii) above: "In the absence of sufficient appropriate audit evidence, we are unable to comment on the impact, if any, on the financial results of the Company."</p>
<p>There was a raid conducted by the GST authority on the premises of the Company during the quarter. ended December 31, 2020 claiming that the Company has wrongfully claimed GST Input Tax Credit during the period of FY 2017-18 and FY 2018-19. The GST authority had summoned the Senior Management of the Company against which the Company has submitted its reply along with the documents requested by the GST authority. The Company paid input credit amounting to Rs. 6,235,666 under protest to the GST authority but is yet to assess the potential liability on account of such allegation. In the absence of sufficient appropriate audit evidence, we are unable to comment on the impact, if any, on the financial results of the Company.</p>	<p>(i) Management's estimation on the impact of audit qualification Management is unable to estimate the impact.</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The Company paid/utilised input credit amounting to Rs. 6,235,666 under protest to the GST authority but is yet to assess the potential liability on account of such allegation. Therefore, the Management of the Company is not in position the estimate the impact of the audit qualification.</p> <p>(iii) Auditors' Comments on (i) or (ii) above: "In the absence of sufficient appropriate audit evidence, we are unable to comment on the impact, if any, on the financial results of the Company."</p>
<p>The Company is in non-compliance of section 185 and 186 of the Companies Act, 2013. The Company had placed a resolution before the shareholder in its Annual General Meeting dated December 16, 2020 to regularize the said non-compliance and seek approval of the limits for making investments</p>	<p>(i) Management's estimation on the impact of audit qualification Management is unable to estimate the impact.</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The Company has considered to propose a resolution before the shareholder in upcoming Annual General Meeting to regularize the non-compliance of section 185 and 186 of the Companies Act, 2013.</p>

Observations / Basis for Qualified Opinion	Board's Comments
<p>extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates. However, the said resolution was not passed/approved by the shareholders. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, If any on account of such non-compliances or has approached National Company Law Tribunal for compounding of the violation. The effect of such non-compliance on the financial results of the Company is presently unascertainable.</p>	<p>Presently, the Management of the Company is not in position the estimate the impact of the audit qualification.</p> <p>(iii) Auditors' Comments on (i) or (ii) above: "The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, If any on account of such non-compliances or has approached National Company Law Tribunal for compounding of the violation. The effect of such non-compliance on the financial results of the Company is presently unascertainable."</p>
<p>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, 2021.</p>	<p>(i) Management's estimation on the impact of audit qualification Management is unable to estimate the impact</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The Company has considered to establish its internal financial control with reference to Financial Statements. Presently, the Management of the Company is not in position the estimate the impact of the audit qualification.</p> <p>(iii) Auditors' Comments on (i) or (ii) above: "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".</p>

Secretarial Auditor:

As required under Section 204 of the Companies Act, 2013 and Rules there under, the Board had appointed **M/s. JCA & Co., Company Secretaries (COP No.: 13687)**, as the Secretarial Auditor of the Company. Report of the Secretarial Auditor has been annexed as "**Annexure – VI**" to this Report. The report is self-explanatory and contains some qualification, reservation and adverse remarks as mentioned below:

Observations / Basis for Qualified Opinion	Board's Comments
<p>During the period from April 01, 2020, to September 30, 2020, and from February 01, 2021, to March 31, 2021, composition of KMP is not in accordance with the provision of regulation of 6 of the SEBI (LODR) Regulations, 2015.</p>	<p>The post of Company Secretary was vacant due to resigned during the mentioned period however the company has taken required steps to appoint the company secretary and compliance officer w.e.f June 24, 2021.</p>

Internal Auditor:

Pursuant to Section 138 of the Companies Act, 2013 and Rules thereunder, the Board has appointed M/s. SNR & Co. Chartered Accountants (Firm Registration no. 014401N) as an Internal Auditor of the Company for FY 2020-21.

32. Reporting of frauds by Auditor:

During the year under review, The Company has received a Show Cause Notice from Securities and Exchange Board of India ("SEBI") wherein it has been alleged that the Company had misrepresented the financials and misused the funds/books of accounts during the period April 1, 2015 to March 31, 2017. It has been alleged that the Company has violated SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (PFUTP Regulations") and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR Regulations").

33. Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT – 9, as required under Section 92 of the Companies Act, 2013 is annexed herewith marked as “Annexure – VII” to this Report.

34. Transfer of amounts to Investor Education and Protection Fund:

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on March 31, 2021.

35. Risk management:

Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks.

Although not mandatory, as a measure of good governance, the Company has constituted a Risk Management Committee of the Board. The Committee reviews the Company's performance against identified risks, formulates strategies towards identifying new and emergent risks that may materially affect the Company's overall risk exposure and reviews the Risk Management Policy and structure.

This robust Risk Management framework seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage. The Internal Audit Department is responsible for facilitating coordination with the heads of various Departments, with respect to the process of identifying key risks associated with the business, manner of handling risks, adequacy of mitigating factors and recommending corrective action.

The Company has adopted a Risk Management Policy pursuant to Section 134 of the Act. The Policy is also made available at the company's website at www.jumpnetworks.in

36. Corporate governance:

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Corporate Governance provisions are not applicable to your Company. However, the Company thinks that it a good practice to follow the governance to increase the stakeholders trust and provide you with a separate Report on Corporate Governance. The said report forms part of this Annual Report and also contains certain disclosures required under the Companies Act, 2013.

37. Acknowledgments:

Your Directors acknowledge the dedicated service of the employees of the Company during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, business partners and other stakeholders.

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

Sd/-

Atul Kumar

Managing Director

DIN: 07271915

Place: Mumbai

Date: April 21, 2022

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The particulars as per the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption are as under:

(A) CONSERVATION OF ENERGY:

Steps taken or impact on conservation of energy	N.A.
The steps taken by the company for utilizing alternate sources of energy	
The capital investment on energy conservation equipment's	

(B) TECHNOLOGY ABSORPTION:

- Efforts made towards technology absorption: N.A.
- Benefits derived like product improvement, cost reduction, product development or import substitution: N.A.
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Detail of technology imported	N.A.
Year of Import	
Has technology been fully absorbed	
If not fully absorbed, areas, where this has not taken place, reasons there for and future plans of action.	

- Expenses incurred on Research and Development:

During the period under review particulars regarding expenditures on research and development are as under:

Particulars	N.A.
Capital Expenditures	
Recurring Expenditures	
Total	
Total Research and development expenses as % of turnover	

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Winpro Industries Limited (formerly known as Jump Networks Limited) is a technology company that provides next-generation digital services. It's an integrated technology company with diverse product offerings. We are able to provide a range of digital services, including high-definition video streaming, audio streaming, VoIP, digital education, remittance services, etc. to help users cross the digital divide. We leverage technology and implement the best practices, to provide a range of high quality and cost-efficient Solutions.

During the pandemic, consumers have moved dramatically towards online channels. The survey results confirm the rapid shift toward interacting with customers through digital channels. The present co-vid pandemic has increased the demand as well as the acceptability of the digital economy in the operations of businesses as well as common people. Our management considers this opportunity as a major transforming step in favor of our organization.

Business Structure:

Our business comprises of four verticals i.e. Core Technology, Infrastructure to deliver our services in a better way, Consumer Devices for digital connections and Content. our integrated ecosystem enabling us to deliver world-class digital services to remotest parts of the world. We operate in the digital space with our in-house app development and new age Next Gen bouquet of revenue-generating and differentiated offerings to help clients build consistent high performance and enhanced end-user experience.

Financial Performance:

We are optimistic that the business sentiment and economic environment will improve to the great extend in near future but also feel the need to be cautious. In FY 2020-21 your company reported profit after Exceptional Items and Tax of Rs. 213.41/- lakhs as compared to Loss of Rs. 11,358.48/- in previous FY 2019-20.

Significant Changes in the Key Financial Ratios:

As compared to the previous year, the increase in profits and return on equity was due to improved operational efficiency and diversification in activities.

Opportunities and Threats:

Opportunities:

We are a 360-degree digital marketing company fuelled by passion, creative ideas, innovation and human-centered experiences. Our pool of inspired marketers and strategists like to keep things simple, honest and transparent while leveraging game-changing approaches, data-driven strategy, and extraordinary creativity to deliver results we can be proud of. We hold expertise in all aspects of digital marketing, including social media management, email marketing, SEO, PPC, ORM, App Development, Web Development, and CRO. our Company is focused on exploring for growth opportunities in the areas of its expertise. This shall enable us to generate value to all our stakeholders and also integrate new businesses in our existing business model.

Threats and Risk Management:

The Company is aware of the risks associated with the business. The Senior Managements regularly analyses and takes corrective actions for managing / mitigating the same. In terms of the requirement of the Act, the Company has authorized Senior Management to manage, monitor and report on the principal risks and uncertainties that can impact the ability to achieve the Companies strategic objectives. The Senior Management periodically informs the board on various issues along with its recommendations and comments for Boards review and necessary action.

Human Resources:

People are the corner stone of our business. While we have all the processes in place, it is important that we have the right people at job to achieve the goals. Our employees are our most important assets. The competency development

of our employees continues to be a key area of strategic focus for us. We encourage employees to upgrade their skill and knowledge to keep pace with the changing dynamics of the business.

We have an adaptive recruitment and induction process to suit the business requirements. In order to attract, retain and motivate talented and critical employees and to encourage employees to align individual performance with ownership, the Company may consider share-based benefits to high-performing executives and mid-level managers.

Internal Control Systems:

The Company possess adequate internal control to ensure that all assets are protected against loss from unauthorised use or disposition and that all transactions are authorised, recorded and reported correctly. An efficient internal audit team monitors adherence to these controls. Statutory auditors also present their suggestions to the appropriate committees of directors for improvements in control and compliance. The Audit committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

NOMINATION & REMUNERATION POLICY

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

INTRODUCTION:

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

PURPOSE:

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

OBJECTIVE:

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

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

APPLICABILITY:

This Policy is applicable to:

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

ACCOUNTABILITIES:

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

DEFINITIONS:

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

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

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

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

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

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

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

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

“**KEY MANAGERIAL PERSONNEL**” means:

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

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

CONSTITUTION OF COMMITTEE:

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

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

ROLE OF COMMITTEE:

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

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

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

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

2. Term / Tenure:

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

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

3. Evaluation:

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

4. Removal:

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

5. Retirement:

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will

have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

REMUNERATION TO DIRECTORS / KMPs/ SMPs:

1. Remuneration to Managing Director / Whole-time Directors:

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

2. Remuneration to Non- Executive / Independent Directors:

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

3. Remuneration to Key Managerial Personnel and Senior Management:

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

4. Familiarization Program for Independent Directors:

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

PROCEEDINGS OF THE MEETING:

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

REVIEW AND AMENDMENT TO THE POLICY:

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

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

DISCLOSURE:

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

FORM NO. AOC- 2

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

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

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

Sr. No.	Particulars	Details
a.	Name(s) of related party and the nature of relationship	All the contracts or arrangements or transaction were at arm's length basis. Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to accounts annexed to the financial statements.
b.	Nature of Contracts/ Arrangement/ transactions	
c.	Duration of Contracts/Arrangements/ Transaction	
d.	Silent features of contacts/ arrangements/ transactions including the value, if any	
e.	Justification for entering into contracts/ arrangements/ transactions	
f.	Date of approval of the Board	
g.	Amount paid as advance if any	
h.	Date on which special resolution was passed at the General Meeting as required under the first proviso of Section 188 of Companies Act, 2013	

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

Sr. No.	Particulars	Details
a.	Name(s) of related party and the nature of relationship	There were no material contracts or arrangement or transactions. Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to accounts annexed to the financial statements.
b.	Nature of Contracts/ Arrangement/ transactions	
c.	Duration of Contracts/Arrangements/ Transaction	
d.	Salient features of contracts/ arrangements/ transactions including the value, if any	
e.	Date of approval of the Board	
f.	Amount paid as advance, if any	

PARTICULARS OF EMPLOYEES

a) Information as per 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:

Name of the Director	Total Remuneration (Rs.) FY 20120-21	Ratio of Remuneration of each Director to the Median Remuneration of employees
Mr. Harshawardhan Sabale (Resigned on 12 th March, 2021)	Nil	Not Applicable
Mr. Yogendra Bagree (Resigned on 31 st July, 2020)	3 Lakhs	8.16 Times
Mrs. Neha Gupta (Resigned on 13 th November 2020)	Nil	Not Applicable
Mr. Atul Kumar	Nil	Not Applicable
Mr. Abhishek Sanga	Nil	Not Applicable
Mr. Bharat Chawla (Resigned on 15 th December 2020)	Nil	Not Applicable
Mr. Bhim Chaudhry (Resigned on 30 th September, 2020)	Nil	Not Applicable
Mrs. Amita Karia (Resigned on 05 th March, 2021)	Nil	Not Applicable
Mr. Milin Ramani (Resigned on 02 nd March, 2021)	Nil	Not Applicable

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year: Not applicable.
3. The Ration increase in the median remuneration of employees in the Financial Year: Not applicable
4. The number of permanent employees (other than the directors) on the rolls of Company: The number of permanent employees on the payroll of the Company as of March 31, 2021 is Three (3).
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not applicable
6. During the Financial Year, the remuneration has been paid as per the policy of the Company.

b) Information pursuant to Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. During the year under review, the Company has not employed any employees who:
 - i. are in receipt of remuneration for the Financial Year 2020-21, in the aggregate, was not less than One Crore and Two Lakh Rupees per annum;
 - ii. are in receipt of remuneration for any part of the Financial Year 2020-21, at a rate which, in the aggregate, was not less than Eight Lakh and Fifty Thousand Rupees per month;

- iii. are in receipt of remuneration in the Financial Year 2020-21, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

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

**Atul Kumar
Managing Director
DIN: 07271915**

Place: Mumbai

Date: April 21, 2022

FORM NO. MR-3**SECRETARIAL AUDIT REPORT****For the Financial Year ended March 31, 2021****[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,

The Members,

WinPro Industries Limited**(formerly known as Jump Networks Limited)**Office No. 212, 2nd Floor, Trade Centre,

G Block, Opp. MTNL, Bandra Kurla Complex,

Bandra (East), Mumbai, Maharashtra – 400 051.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **WinPro Industries Limited (formerly known as Jump Networks Limited (CIN: L92412MH1992PLC067841)** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my 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, and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and representations made by the management and considering the relaxations granted by the related government departments warranted due the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **March 31, 2021**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **March 31, 2021** according to the provisions of:

- I. The Companies Act, 2013 (“**the Act**”) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable as the Company has not issued any shares during the financial year under review;**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999 - **Not applicable as the Company has not issued any shares to its Employees during the financial year under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities;**

- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 - **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisted /propose to delist its equity shares from stock exchange during the financial year under review;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back or proposed to buyback any of its securities during the financial year under review;**

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

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

- a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Secretarial Standards issued by The Institute of Company Secretaries of India.
- c) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the listed entity has complied with the provisions of Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as specified below:-

Sr. No.	Compliance Requirement (regulations / circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	During the period from April 01, 2020, to September 30, 2020, and from February 01, 2021, to March 31, 2021, composition of KMP is not in accordance with the provision of regulation of 6 of the SEBI (LODR) Regulations, 2015.	The post of Company Secretary was vacant due to resigned during the mentioned period however the company has taken required steps to appoint the company secretary and compliance officer w.e.f June 24, 2021.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and a Woman Director, Necessary Changes in the composition of Board of Director at time of reporting was in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

Majority decision is carried through, while the dissenting members' views are captured as and when required are and recorded as part of the minutes.

I further report that

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by management.

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

- i. Public / Rights / Debentures / Sweat Equity.
- ii. Buy-Back of Securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / reconstruction, etc.
- v. Foreign Technical Collaborations.

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

For JCA & Co.

Company Secretaries

Sd/-

CS. Chirag Jain

Partner

Membership No. F11127

CP No. 13687

UDIN: F011127C002098201

Date: 08/01/2022

Place: Mumbai

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

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

For JCA & Co.
Company Secretaries
Sd/-
CS. Chirag Jain
Partner
Membership No. F11127
CP No. 13687
UDIN: F011127C002098201

Date: 08/01/2022
Place: Mumbai

FORM NO. MGT – 9

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

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31st March, 2021

• **REGISTRATION AND OTHER DETAILS:**

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

• **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Sr. No.	Name And Description of Main Product/Services	NIC Code of the Product/Service	% to the Total Turnover of the Company
1.	Resale of IT Products	62099	85
2.	Advertisement	99836	15

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

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

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

i. **Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year 1 st April, 2020				No. of Shares held at the end of the year 31 st March, 2021				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									

(1) Indian										
Individual/HUF	1839297	-	1839297	1.84	1839297	-	1839297	1.84	-	
Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	
Bodies Corporates	-	-	-	-	-	-	-	-	-	
Bank/FI	-	-	-	-	-	-	-	-	-	
Directors/Relatives	-	-	-	-	-	-	-	-	-	
Any Other- Trust	-	-	-	-	-	-	-	-	-	
SUB TOTAL (A) (1)	1839297	-	1839297	1.84	1839297	-	1839297	1.84	-	
(2) Foreign										
NRI- Individuals	-	-	-	-	-	-	-	-	-	
Other Individuals	-	-	-	-	-	-	-	-	-	
Bodies Corp.	-	-	-	-	-	-	-	-	-	
Banks/FI	-	-	-	-	-	-	-	-	-	
Any other	-	-	-	-	-	-	-	-	-	
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-	
Total Shareholding of Promotee (A)= (A)(1)+(A)(2)	1839297	-	1839297	1.84	1839297	-	1839297	1.84	-	
B. PUBLIC SHAREHOLDING										
(1) Institutions										
Mutual Funds	-	-	-	-	-	-	-	-	-	-
Banks/FI	2663107	-	2663107	2.66	36988	-	36988	0.04	(2.62)	
Central govt.	-	-	-	-	-	-	-	-	-	
State Govt.	-	-	-	-	-	-	-	-	-	
Venture Capital Fund	-	-	-	-	-	-	-	-	-	
Insurance Companies	-	-	-	-	-	-	-	-	-	
FIs	-	-	-	-	-	-	-	-	-	
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	
Foreign Portfolio Investor	2397456	-	2397456	2.40	723612	-	723612	0.72	(1.68)	
Alternate Investment Fund(s)	-	-	-	-	-	-	-	-	-	
Others (Specify)	-	-	-	-	-	-	-	-	-	
SUB TOTAL (B)(1):	5060563	-	5060563	5.06	760600	-	760600	0.76	(4.30)	
(2) Non-Institutions										
Bodies corporates										
i) Indian	42552423	15200	42567623	42.58	26326028	15200	26341228	26.35	(16.23)	
ii) Overseas	-	-	-	-	-	-	-	-	-	
Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1781217	517150	2298367	2.30	18999956	514750	19514706	19.52	17.22	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	31917038	5324667	37241705	37.26	31254316	320000	31574316	31.59	(5.67)	
HUF	5975212	-	5975212	5.98	6409226	-	6409226	6.41	0.43	
Non-Resident Indian	293553	-	293553	0.29	1449666	-	1449666	1.45	1.16	
NBFC Registered with RBI	-	-	-	-	-	-	-	-	-	
Foreign National	-	-	-	-	-	-	-	-	-	
Clearing Members	2024123	-	2024123	2.02	7761580	-	7761580	7.76	5.74	
Trust	429000	-	429000	0.43	429000	-	429000	0.43	-	
Foreign Corporate Bodies	-	-	-	-	-	-	-	-	-	
Investor Education and Protection Fund	-	-	-	-	-	-	-	-	-	
Others (specify)	2232667	-	2232667	2.23	3882491	-	3882491	3.88	1.65	
SUB TOTAL (B)(2):	87205233	5857017	93062250	93.10	96512263	849950	97362213	97.40	4.30	
Total Public Shareholding (B)= (B)(1)+(B)(2)	92265796	5857017	98122813	98.16	97272863	849950	98122813	98.16	0.00	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	94105093	5857017	99962110	100.00	99112160	849950	99962110	100.00	-	

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 st April, 2020			Shareholding at the end of the year 31 st March, 2021			% 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	-
2.	Vaishali Rajendra Karnik	1827110	1.83	0.00	1827110	1.83	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	Esaar India Limited	-	-	10-04-2020	1060600	Purchase	1060600	1.06
				04-09-2020	3734717	Purchase	4795317	4.80
				11-09-2020	100000	Purchase	4895317	4.90
				16-09-2020	200000	Purchase	5095317	5.10
				25-09-2020	(300000)	Sale	4795317	4.80
				23-10-2020	649000	Purchase	5444317	5.45
				30-10-2020	1072446	Purchase	6516763	6.52
				06-11-2020	777605	Purchase	7294368	7.30
				04-12-2020	(200000)	Sale	7094368	7.10
				31-03-2021	(250000)	Sale	6844368	6.85
				Balance	6844368	6.85		
2	Anupam Narain Gupta	8035435	8.04	03-04-2020	100088	Purchase	8135523	8.14
				10-04-2020	182087	Purchase	8317610	8.32
				17-04-2020	(98419)	Sale	8219191	8.22
				24-04-2020	(719150)	Sale	7500041	7.50
				01-05-2020	30524	Purchase	7530565	7.53
				08-05-2020	(796973)	Sale	6733592	6.74
				15-05-2020	50000	Purchase	6783592	6.79

				22-05-2020	(160000)	Sale	6623592	6.63
				29-05-2020	(94219)	Sale	6529373	6.53
				05-06-2020	536390	Purchase	7065763	7.07
				12-06-2020	(63517)	Sale	7002246	7.00
				19-06-2020	104994	Purchase	7107240	7.11
				26-06-2020	(1824711)	Sale	5282529	5.28
				30-06-2020	(467478)	Sale	4815051	4.82
				03-07-2020	71394	Purchase	4886445	4.89
				10-07-2020	79602	Purchase	4966047	4.97
				17-07-2020	34047	Purchase	5000094	5.00
				24-07-2020	(34815)	Sale	4965279	4.97
				31-07-2020	(74890)	Sale	4890389	4.89
				07-08-2020	(1819242)	Sale	3071147	3.07
				14-08-2020	(237365)	Sale	2833782	2.83
				21-08-2020	(372451)	Sale	2461331	2.46
				28-08-2020	735989	Purchase	3197320	3.20
				04-09-2020	2843178	Purchase	6040498	6.04
				11-09-2020	(149063)	Sale	5891435	5.89
				16-09-2020	423453	Purchase	6314888	6.32
				18-09-2020	(177622)	Sale	6137266	6.14
				25-09-2020	(173949)	Sale	5963317	5.97
				28-09-2020	154080	Purchase	6117397	6.12
				30-09-2020	(125159)	Sale	5992238	5.99
				02-10-2020	(115769)	Sale	5876469	5.88
				09-10-2020	(27230)	Sale	5849239	5.85
				16-10-2020	407278	Purchase	6256517	6.26
				20-10-2020	586002	Purchase	6842519	6.85
				23-10-2020	483839	Purchase	7326358	7.33
				30-10-2020	98575	Purchase	7424933	7.43
				06-11-2020	(1904)	Sale	7423029	7.43
				10-11-2020	(914864)	Sale	6508165	6.51
				13-11-2020	855135	Purchase	7363300	7.37
				27-11-2020	(156102)	Sale	7207198	7.21
				18-12-2020	236715	Purchase	7443913	7.45
				31-12-2020	(89000)	Sale	7354913	7.36
				01-01-2021	5706	Purchase	7360619	7.36
				08-01-2021	37699	Purchase	7398318	7.40
				03-02-2021	(15919)	Sale	7382399	7.39
				12-02-2021	(20000)	Sale	7362399	7.37
				19-02-2021	(1223625)	Sale	6138774	6.14
				26-02-2021	(452329)	Sale	5686445	5.69
				05-03-2021	300000	Purchase	5986445	5.99
				31-03-2021	(7866)	Sale	5978579	5.98
						Balance	5978579	5.98
3	Arcadia Share and Stock Brokers Pvt. Ltd. Client Unpaid Securities a/c	5019784	5.02	10-04-2020	(187000)	Sale	4832784	4.83
				15-05-2020	17750	Purchase	4850534	4.85
				30-06-2020	60	Purchase	4850594	4.85
				03-07-2020	(60)	Sale	4850534	4.85
				10-07-2020	20264	Purchase	4870798	4.87
				17-07-2020	(70264)	Sale	4800534	4.80
				24-07-2020	(200000)	Sale	4600534	4.60
				31-07-2020	200	Purchase	4600734	4.60
				14-08-2020	(185)	Sale	4600549	4.60
				21-08-2020	115085	Purchase	4715634	4.72
				28-08-2020	(99291)	Sale	4616343	4.62

				04-09-2020	1352600	Purchase	5968943	5.97
				11-09-2020	(58809)	Sale	5910134	5.91
				20-10-2020	25000	Purchase	5935134	5.94
				23-10-2020	6303	Purchase	5941437	5.94
				30-10-2020	(7000)	Sale	5934437	5.94
				06-11-2020	(18250)	Sale	5916187	5.92
				13-11-2020	(76000)	Sale	5840187	5.84
				20-11-2020	27947	Purchase	5868134	5.87
				27-11-2020	(31569)	Sale	5836565	5.84
				02-12-2020	9203	Purchase	5845768	5.85
				04-12-2020	(4156)	Sale	5841612	5.84
				11-12-2020	(113122)	Sale	5728490	5.73
				18-12-2020	77594	Purchase	5806084	5.81
				25-12-2020	39	Purchase	5806123	5.81
				31-12-2020	(7095)	Sale	5799028	5.80
				01-01-2021	(20)	Sale	5799008	5.80
				08-01-2021	25001	Purchase	5824009	5.83
				22-01-2021	(2112)	Sale	5821897	5.82
				29-01-2021	(22889)	Sale	5799008	5.80
				03-02-2021	275474	Purchase	6074482	6.08
				05-02-2021	(275474)	Sale	5799008	5.80
				12-02-2021	(200000)	Sale	5599008	5.60
						Balance	5599008	5.60
4	Globe Capital Market Ltd	3845988	3.85	03-04-2020	(105342)	Sale	3740646	3.74
				10-04-2020	175193	Purchase	3915839	3.92
				17-04-2020	(114455)	Sale	3801384	3.80
				24-04-2020	71277	Purchase	3872661	3.87
				01-05-2020	14014	Purchase	3886675	3.89
				08-05-2020	900870	Purchase	4787545	4.79
				15-05-2020	(201868)	Sale	4585677	4.59
				22-05-2020	(285061)	Sale	4300616	4.30
				29-05-2020	1174434	Purchase	5475050	5.48
				05-06-2020	(1460038)	Sale	4015012	4.02
				09-06-2020	106776	Purchase	4121788	4.12
				12-06-2020	(131401)	Sale	3990387	3.99
				19-06-2020	192735	Purchase	4183122	4.18
				26-06-2020	470043	Purchase	4653165	4.65
				30-06-2020	(850816)	Sale	3802349	3.80
				03-07-2020	355885	Purchase	4158234	4.16
				10-07-2020	227016	Purchase	4385250	4.39
				17-07-2020	(233321)	Sale	4151929	4.15
				24-07-2020	(205970)	Sale	3945959	3.95
				31-07-2020	962433	Purchase	4908392	4.91
				07-08-2020	2112831	Purchase	7021223	7.02
				14-08-2020	1289677	Purchase	8310900	8.31
				21-08-2020	303221	Purchase	8614121	8.62
				28-08-2020	(346808)	Sale	8267313	8.27
				04-09-2020	(7039967)	Sale	1227346	1.23
				11-09-2020	357882	Purchase	1585228	1.59
				16-09-2020	(239409)	Sale	1345819	1.35
				18-09-2020	(64999)	Sale	1280820	1.28
				25-09-2020	(138902)	Sale	1141918	1.14
				28-09-2020	(1314)	Sale	1140604	1.14
				30-09-2020	57912	Purchase	1198516	1.20
				02-10-2020	82923	Purchase	1281439	1.28
				09-10-2020	(238497)	Sale	1042942	1.04
				16-10-2020	(36754)	Sale	1006188	1.01

				20-10-2020	210093	Purchase	1216281	1.22
				23-10-2020	(251587)	Sale	964694	0.97
				30-10-2020	13131	Purchase	977825	0.98
				06-11-2020	(12931)	Sale	964894	0.97
				13-11-2020	939	Purchase	965833	0.97
				20-11-2020	68917	Purchase	1034750	1.04
				27-11-2020	(70106)	Sale	964644	0.97
				11-12-2020	2500	Purchase	967144	0.97
				18-12-2020	(2000)	Sale	965144	0.97
				25-12-2020	28862	Purchase	994006	0.99
				31-12-2020	270638	Purchase	1264644	1.27
				08-01-2021	(161728)	Sale	1102916	1.10
				15-01-2021	(138272)	Sale	964644	0.97
				03-02-2021	400100	Purchase	1364744	1.37
				05-02-2021	51500	Purchase	1416244	1.42
				12-02-2021	1108900	Purchase	2525144	2.53
				19-02-2021	(747040)	Sale	1778104	1.78
				26-02-2021	(812960)	Sale	965144	0.97
				05-03-2021	5750	Purchase	970894	0.97
				12-03-2021	(6250)	Sale	964644	0.97
				31-03-2021	3997720	Purchase	4962364	4.96
						Balance	4962364	4.96
5	Olga Trading Private Limited	-	-	03-02-2021	11191	Purchase	11191	0.01
				05-02-2021	332800	Purchase	343991	0.34
				12-02-2021	859529	Purchase	1203520	1.20
				19-02-2021	(1202950)	Sale	570	0.00
				26-02-2021	613547	Purchase	614117	0.61
				05-03-2021	1500000	Purchase	2114117	2.11
				12-03-2021	1100000	Purchase	3214117	3.22
				19-03-2021	(430206)	Sale	2783911	2.78
				31-03-2021	(71700)	Sale	2712211	2.71
						Balance	2712211	2.71
6	Profin Capital Services Limited	1899632	1.90	24-04-2020	(5200)	Sale	1894432	1.90
				30-06-2020	(27000)	Sale	1867432	1.87
				25-09-2020	(20100)	Sale	1847332	1.85
				10-11-2020	(814)	Sale	1846518	1.85
				13-11-2020	814	Purchase	1847332	1.85
				19-02-2021	(100000)	Sale	1747332	1.75
				26-02-2021	(5550)	Sale	1741782	1.74
						Balance	1741782	1.74
7	Veerath Gopalan Nair	-	-	04-12-2020	200000	Purchase	200000	0.20
				31-12-2020	1500000	Purchase	1700000	1.70
						Balance	1700000	1.70
8	Gaurav Chandrakant Shah	-	-	06-11-2020	50000	Purchase	50000	0.05
				13-11-2020	50000	Purchase	100000	0.10
				20-11-2020	180000	Purchase	280000	0.28
				27-11-2020	40000	Purchase	320000	0.32
				18-12-2020	500000	Purchase	820000	0.82
				31-12-2020	222786	Purchase	1042786	1.04
				08-01-2021	200000	Purchase	1242786	1.24
				03-02-2021	200000	Purchase	1442786	1.44
				05-02-2021	200000	Purchase	1642786	1.64
				19-02-2021	300000	Purchase	1942786	1.94
				26-02-2021	(300008)	Sale	1642778	1.64
						Balance	1642778	1.64
9	Triyamb Securities Pvt Ltd	1905010	1.91	10-04-2020	(900000)	Sale	1005010	1.01
				24-04-2020	60000	Purchase	1065010	1.07

				01-05-2020	88500	Purchase	1153510	1.15
				08-05-2020	(37021)	Sale	1116489	1.12
				15-05-2020	34260	Purchase	1150749	1.15
				22-05-2020	163000	Purchase	1313749	1.31
				29-05-2020	80000	Purchase	1393749	1.39
				05-06-2020	57633	Purchase	1451382	1.45
				19-06-2020	3487	Purchase	1454869	1.46
				26-06-2020	54102	Purchase	1508971	1.51
				30-06-2020	347	Purchase	1509318	1.51
				03-07-2020	175	Purchase	1509493	1.51
				10-07-2020	397718	Purchase	1907211	1.91
				17-07-2020	301200	Purchase	2208411	2.21
				24-07-2020	(58474)	Sale	2149937	2.15
				07-08-2020	33543	Purchase	2183480	2.18
				14-08-2020	(37839)	Sale	2145641	2.15
				21-08-2020	102248	Purchase	2247889	2.25
				28-08-2020	(360227)	Sale	1887662	1.89
				04-09-2020	866381	Purchase	2754043	2.76
				11-09-2020	533	Purchase	2754576	2.76
				16-09-2020	17310	Purchase	2771886	2.77
				18-09-2020	140000	Purchase	2911886	2.91
				25-09-2020	20000	Purchase	2931886	2.93
				02-10-2020	39300	Purchase	2971186	2.97
				20-10-2020	26000	Purchase	2997186	3.00
				23-10-2020	(15000)	Sale	2982186	2.98
				30-10-2020	(1300000)	Sale	1682186	1.68
				10-11-2020	(10)	Sale	1682176	1.68
				13-11-2020	10	Purchase	1682186	1.68
				08-01-2021	300000	Purchase	1982186	1.98
				05-02-2021	(450000)	Sale	1532186	1.53
				19-02-2021	(30506)	Sale	1501680	1.50
						Balance	1501680	1.50
10	Bhavik Prafulchandra Vora	345000	0.35	15-05-2020	250000	Purchase	595000	0.60
				26-06-2020	472000	Purchase	1067000	1.07
				25-09-2020	(40000)	Sale	1027000	1.03
				20-10-2020	(175000)	Sale	852000	0.85
				20-11-2020	624500	Purchase	1476500	1.48
				12-02-2021	(250000)	Sale	1226500	1.23
				26-03-2021	273500	Purchase	1500000	1.50
						Balance	1500000	1.50

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.
1	-	-	-	-	-	-	-	-

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

<u>Indebtedness at the beginning of the financial year:</u>				
i) Principal Amount	7,863.10	-	-	7,863.10
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7,863.10	-	-	7,863.10
<u>Change in Indebtedness during the financial year:</u>				
- Addition	-	-	-	-
- Reduction	(7,797.29)	-	-	(7,797.29)
Net Change	(7,797.29)	-	-	(7,797.29)
<u>Indebtedness at the end of the financial year:</u>				
i) Principal Amount	65.81	-	-	65.81
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	65.81	-	-	65.81

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

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

B. **Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of the Director	Amount
1.	<u>Independent Directors</u> -Fee for attending board & committee meetings -Commission -Others, please specify.	-	-
		-	-
		-	-
2.	Total (1)	-	-
3.	<u>Other Non-Executive Directors</u> -Fee for attending board & committee meetings	Yogendra Bagree 3,00,000	Yogendra Bagree 3,00,000

	-Commission -Others, please specify.	- -	- -
4.	Total (2)	3,00,000	3,00,000
5.	Total(B) = (1+2)	3,00,000	3,00,000
6.	Total Managerial Remuneration	3,00,000	3,00,000
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
		Nihar Shah CS & Compliance Officer	
1.	Gross Salary: a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961. b) Value of perquisites u/s 17(2) Income- tax Act, 1961. c) Profits in lieu of salary under section17(3) Income – Tax Act,1961	3,00,000 - -	3,00,000 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission: - as % of profit	-	-
5.	Others, please specify	-	-
6.	Total	3,00,000	3,00,000

viii. Penalties/ punishment/ compounding of offences:

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment /Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made
A. Company					
Penalty					The Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment					
Compounding					
B. Directors					
Penalty					The Directors of your Company faced no penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					None other Officers of your Company faced any penalty or prosecution or punishment under any provisions of Companies Act 2013 or rules made thereunder, during the year under consideration.
Punishment					
Compounding					

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

Place: Mumbai
Date: April 21, 2022

Atul Kumar
Managing Director
DIN: 07271915

CORPORATE GOVERNANCE REPORT

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has adopted code of conduct and various policies for its employees and Directors. The Company's governance guidelines cover aspects relating to composition and role of the Board, Chairman and Directors, Board diversity and Committees of the Board.

BOARD OF DIRECTORS:**a) Composition & Category of Directors:**

The Company have enthusiastic and well-informed composition of Board. The Board along with its committees undertake its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's Corporate Governance philosophy.

Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Risk Management Committee.

Each of the said Committee has been mandated to operate within a given framework. The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

Further, composition of Board as on the date of this report and their number of other Directorships and Board Committee memberships held:

Name of the Director	Category (Promoter, Executive, Non- Executive, Nominee, Independent director)	Directorship held in other Companies#	Number of Committee memberships/ Chairpersonship held in other Companies*	
			Membership	Chairmanship
Atul Kumar (DIN:07271915)	Executive Director, MD	1	1	0
Abhishek Sanga (DIN: 08309127)	Chairman & Non-Executive Director	1	0	0
Manav Kumar (DIN: 08309105)	Executive Director	2	4	0
Anil Thakor (DIN: 09168337)	Non-Executive Director	1	0	0
Minakshi Singh (DIN: 07483620)	Non-Executive - Independent Director	2	1	0
Nirdesh Shah (DIN: 08128204)	Non-Executive - Independent Director	1	1	1

Companies includes Public Limited Companies Incorporated in India.

* Includes only Audit Committee and Stakeholder's Relationship Committee, excluding that of Winpro Industries Limited (Formerly Known as Iris Mediaworks Limited).

b) 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 Thirteen (13) times i.e April 09, 2020; July 31, 2020; August 05, 2020; September 14, 2020; September 30, 2020; October 28, 2020; November 13, 2020; November 20, 2020; November 30, 2020; December 15, 2020; February 13, 2021; March 02, 2021 & March 12,

2021. 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	
Yogendra Bagree	1	1	No
Neha Gupta	6	6	No
Atul Kumar	13	13	Yes
Abhishek Sanga	13	13	Yes
Bharat Chawla	9	9	Yes
Bhim Chaudhry	4	4	No
Harshawardhan Sabale	4	4	Yes
Amita Karia	7	7	Yes
Milin Ramani	5	5	Yes

c) Re-appointment of Directors liable to retire by rotation:

Details of directors seeking appointment/ re- appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Listing Regulations is annexed to the Notice conveying the Annual General Meeting and forms the part of this Annual Report.

d) Details of Equity Shares/Convertible instruments held by Non-Executive Directors as on 31st March, 2021:

There were no outstanding stock options held by Non- Executive Directors. As on 31st March, 2021, none of the Non-Executive Directors held any shares/convertible instruments in the Company.

e) Inter-se Relationship with Directors:

None of the Directors are related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

f) Familiarization Programme:

The Company has a familiarization programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the Company, its operations, strategies, business, functions, policies, industry, and environment in which it functions and the regulatory environment applicable to the Company. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis.

COMMITTEES OF THE BOARD:

a. AUDIT COMMITTEE:

The terms of reference of the Audit committee are as per the governing provisions of the Companies Act, 2013 (Section 177) and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Specified in Part C of Scheduled II).

The role of the audit committee includes the following:

- i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to: matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- v. changes, if any, in accounting policies and practices and reasons for the same;
- vi. major accounting entries involving estimates based on the exercise of judgment by management;
- vii. significant adjustments made in the financial statements arising out of audit findings;
- viii. compliance with listing and other legal requirements relating to financial statements;
- ix. disclosure of any related party transactions;
- x. modified opinion(s) in the draft audit report;
- xi. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- xii. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- xiii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- xiv. approval or any subsequent modification of transactions of the listed entity with related parties;
- xv. scrutiny of inter-corporate loans and investments;
- xvi. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xvii. evaluation of internal financial controls and risk management systems;
- xviii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xix. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xx. discussion with internal auditors of any significant findings and follow up there on;
- xxi. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xxii. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xxiii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xxiv. to review the functioning of the whistle blower mechanism;
- xxv. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxvi. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Composition and category of Directors:

The Audit Committee comprises of three directors. The Committee met Eight (8) times during the year on April 09, 2020; July 31, 2020; September 14, 2020; October 28, 2020; November 13, 2020; November 20, 2020; February 13, 2021 and March 02, 2021. The Composition of Audit Committee of your Company during the financial year is as follows:

Name of Director	Category	Designation
Atul Kumar	Independent Director	Chairman
Harshwardhan Sabale*	Executive Director	Member
Amita Karia**	Independent Director	Member

* Harshwardhan Sabale resigned from the post of Executive Director w.e.f. March 12, 2021.

** Amita Karia resigned from the post of Independent Director w.e.f. March 05, 2021.

Two third of the members are Independent Directors and all the members are financially literate. All the members of the Audit Committee have vast experience and knowledge and possess financial/ accounting expertise /exposure. The composition of the audit committee meets with the requirements of Section 177 of the Act and Regulation 18(1) of SEBI (Listing Obligations Disclosure Requirement) Regulations 2016.

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held during his/her tenure	Attended
Atul Kumar	8	8
Harshwardhan Sabale	8	8
Amita Karia	5	5

The Mr. Atul Kumar was present at the last Annual General Meeting of the Company to answer the queries of shareholders. The meetings of Audit Committee are also attended by the Chief Financial Officer as special Invitee.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

b. NOMINATION AND REMUNERATION COMMITTEE:

Your Company's 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. Pursuant to section 178 of the Companies Act, 2013, the nomination and remuneration committee is constituted to ensure that:

- i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

➤ **Composition and category of Directors:**

The Nomination and Remuneration Committee comprises of three directors. During the year under review, the Nomination & Remuneration Committee met Seven (7) times i.e. on July 31, 2020; September 30, 2020; October 28, 2020; November 13, 2020; December 15, 2020; February 13, 2021 and March 02, 2021. The Composition of Nomination and Remuneration Committee of your Company as on the date of this report is as follows:

Name of Director	Category	Designation
Atul Kumar	Independent Director	Chairman
Abhishek Sanga	Non-Executive Director	Member
Milin Ramani*	Independent Director	Member

* Milin Ramani resigned from the post of Independent Director w.e.f. March 02, 2021.

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held during his/her tenure	Attended
Atul Kumar	7	7
Abhishek Sanga	7	7
Milin Ramani	3	3

➤ **Remuneration to Directors:**

During the year under review, Remuneration details are as follows:

Sr. No.	Name of the Director	Amount (in Rs.)
1.	Yogendra Bagree	3,00,000
	Total	3,00,000

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders relationship committee is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role, terms of reference of the Stakeholders Relationship Committee are in conformity with the requirements of the Companies Act, 2013 which are given below:

- Reviewing and redressing complaints from shareholders such as non-receipt of dividend, annual report, transfer of shares, issue of duplicate share certificates, etc.;
- Overseeing and reviewing all matters connected with transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company;
- Overseeing the performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services;

➤ **Composition and category of Directors:**

During the year under review, the Committee met five (5) times i.e. on April 09, 2020; July 31, 2020; September 14, 2020; October 28, 2020 and February 13, 2021. The Composition of Stakeholders Relationship Committee of your Company as on as on the date of this report is as follows:

Name of Director	Category	Designation
Atul Kumar	Independent Director	Chairman
Harshwardhan Sabale*	Executive Director	Member
Amita Karia**	Independent Director	Member

* Harshwardhan Sabale resigned from the post of Executive Director w.e.f. March 12, 2021.

** Amita Karia resigned from the post of Independent Director w.e.f. March 05, 2021.

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held during his/her tenure	Attended
Atul Kumar	5	5
Harshwardhan Sabale	5	5
Amita Karia	2	2

c. RISK MANAGEMENT COMMITTEE:

The Risk Management Committee of the Company is in compliance with the requirement of Regulation 21 of the SEBI Listing Regulations. The primary responsibility of the committee is to frame, implement and monitor the business risk and management framework of the Company.

The Risk Management Committee comprises of three directors. The Chairperson of the Committee is a Non-Executive Independent Director. During the year under review, the Committee met Twice (2) i.e. on July 31, 2020 and September 14, 2020. The Composition of Risk Management Committee of your Company as on as on the date of this report is as follows:

Name of Director	Category	Designation
Atul Kumar	Independent Director	Chairman
Harshwardhan Sabale*	Executive Director	Member
Abhishek Sanga	Non-Executive Director	Member

* Harshwardhan Sabale resigned from the post of Executive Director w.e.f. March 12, 2021.

➤ **Meetings and Attendance:**

Number of Meetings and particulars of attendance at committee meetings are given below:

Name of Director	No. of Meetings	
	Held during his/her tenure	Attended
Atul Kumar	2	2
Harshwardhan Sabale	2	2
Abhishek Sanga	2	2

Performance Evolution:

The Board has carried out the annual evaluation of its own performance and that of its committees and individual Directors for the year pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The criteria to evaluate the performance of the Board, committees, independent directors and non-independent directors were;

- Board Composition, size, mix of skill, experience and role;
- Attendance and deliberation in the meetings;
- Contribution or suggestions for effective functioning, development of strategy, board process, policies and others. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

General Body Meeting:

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

Financial Year	Venue	Date & Time	Special Resolution
2019-2020	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	Wednesday, December 9, 2020 at 12.00 p.m.	<ul style="list-style-type: none"> • Re-appointment of Ms. Neha Gupta (DIN: 07145514) as an Independent Director for the second term. • Appointment of Mr. Harshawardhan Sabale (DIN: 00168418) as Managing Director. • Approval of the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate
2018-2019	B - 302, Western Edge - II, Western Express Highway, Borivali (East) Mumbai - 400 066	Monday, September 30, 2019 at 3.30 p.m.	-
2017-2018	B - 302, Western Edge - II, Western Express Highway, Borivali (East) Mumbai - 400 066	Friday, September 28, 2018 at 10.00 a.m.	-

Postal Ballot:

During the year under review, no resolution has been passed through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

General Shareholder Information:

The following information would be useful to the Shareholders:

- **Annual General Meeting date** : May 19, 2022
- **Annual General Meeting Time** : 10.00 a.m.
- **Venue of Annual General Meeting** : Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104
- **Financial Year** : 1st April, 2020 to 31st March, 2021
- **Financial Calendar:**

Adoption of Quarterly Results for the Quarter ending	Tentative date of the Meeting of the Board of Directors
June 30, 2021	Held on October 20, 2021
September 30, 2021	Held on November 12, 2021
December 31, 2021	On or before February 14, 2022
March 31, 2022	On or before May 30, 2022

- **Book Closure Dates** : May 13, 2022 to May 19, 2022
(Both days Inclusive)
- **Cut-off Date** : May 12, 2022
- **E-voting period** : May 16, 2022 to May 18, 2022

- **Listing on Stock Exchange** : BSE Limited
 - **Scrip Code** : 531337
 - **Scrip Id** : WINPRO
 - **Depositories** : National Securities Depository Limited
Central Depository Services (India) Limited
- The Company's shares are admitted into both the depositories viz National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the ISIN allotted for the equity shares of the Company is **INE974C01022**.

➤ **Share Transfer Agents:**

Particulars	Details
Name	Skyline Financial Services Pvt. Ltd
Address	D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi, 110 020.
Contact No.	Tel No.: 022 – 42270400
Email	info@skylinerta.com
Website:	www.skylinerta.com

- **Compliance Officer of the Company** : Ms. Palak Pandey
- **Correspondence Address** : Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai, 400051
- **Telephone** : 8108106033
- **E-mail** : corp.iris@gmail.com;
info@jumpnetworks.in;
compliance@jumpnetworks.in
- **Website** : www.jumpnetworks.in

➤ **Share Transfer System:**

The Company's shares being in compulsory demat list, are transferable through the depository system. However, shares in physical form are processed by the registrar and Share Transfer Agent.

As required by Regulation 40(9) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges, a certificate is obtained every six months from a Practicing Company Secretary with regard to, inter alia, effecting transfer, transmission, sub-division, consolidation, renewal and exchange of equity shares within fifteen days of their lodgment. The certificate is also filed with BSE where the equity shares of the Company are listed.

➤ **Table Showing details Dematerialization of shares and liquidity:**

Description	Shares	% to Equity
Physical	849950	0.85
NSDL	36171980	36.19
CDSL	62940180	62.96
Total	99962110	100.00

➤ **Stock Market Data:**

Monthly high and low of market prices of the Company's equity shares traded at the Bombay Stock Exchange Limited during the financial year 2020-21 along with the BSE Sensex:

Month	Winpro Industries Limited (formerly known as Jump Networks Ltd)			
	Open	High	Low	Close
April, 2020	49.90	56.00	45.30	48.60
May, 2020	49.90	51.00	47.35	49.05
June, 2020	49.35	62.10	46.05	58.60
July, 2020	59.50	81.00	58.05	75.85
August, 2020	76.00	106.10	75.05	94.75
September, 2020	94.05	103.55	89.00	95.05
October, 2020	97.00	98.45	39.10	39.10
November, 2020	37.15	37.15	20.10	20.10
December, 2020	19.70	19.70	14.65	15.40
January, 2021	15.40	15.40	10.70	10.70
February, 2021	10.49	14.40	10.49	13.55
March, 2021	13.28	13.28	9.09	9.36

➤ **Distribution of Shareholding:**

Class-wise distribution of Equity Shares as on March 31, 2021.

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	Share holding Amount	% to Shareholding Amount
Up to 5000	20550	82.63	5601315	28006575	5.60
5001 – 10000	1800	7.24	14202685	71013425	14.21
10001 – 20000	1070	4.30	3140155	15700775	3.14
20001 – 30000	468	1.88	2350290	11751450	2.35
30001 – 40000	176	0.71	1249778	6248890	1.25
40001 – 50000	189	0.76	1803591	9017955	1.80
50001 - 100000	261	1.05	3744954	18724770	3.75
100001 and above	355	1.43	79231490	396157450	79.26
Total	24869	100.00	99962110	499810550	100.00

➤ **Shareholding Pattern as on March 31, 2021:**

Category of Shareholder	No. of Shareholders	No. of Shares	% of Shareholding
(A) Shareholding of Promoter Group			
(1) Indian			
Individual	2	18,39,297	1.84
Hindu Undivided Family	-	-	-
Directors	-	-	-
(2) Foreign	-	-	-
Sub Total (A)	2	18,39,297	1.84
(B) Public Shareholding			
(1) Institutions			
Foreign Portfolio Investors	2	7,23,612	0.72
Financial Institution/ Banks	1	36,988	0.04
(2) Non-Institutions			
Bodies Corporate	122	2,63,41,228	26.35
Individuals:			
Individual shareholders holding nominal share capital up to Rs.200,000/-	24131	2,29,24,364	22.94
Individual shareholders holding nominal share capital in excess of Rs.200,000/-	139	3,20,47,149	32.06
Non Resident Indians	144	14,49,666	1.45
Trust	3	4,29,000	0.43

LLP	-	-	-
Hindu Undivided Family	245	64,09,226	6.41
Clearing Members	80	77,61,580	7.76
Unclaimed or Suspense or Escrow Account	-	-	-
Sub Total (B)	24,867	9,81,22,813	98.16
Total (A)+(B)	24869	9,99,62,110	100
(C) Shares held by Custodians and against which DRs have been issued	-	-	-
(1) Promoter and Promoter Group	-	-	-
(2) Public	-	-	-
Sub Total(C)	-	-	-
Total (A)+(B)+(C)	24,869	9,99,62,110	100

Means of Communication

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results and announces forthwith results to the Stock Exchange, where the shares are listed. The results are also published in English and Marathi edition. Simultaneously also available on the Company's website at "www.jumpnetworks.in"

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

**Place: Mumbai
Date: April 21, 2022**

**Atul Kumar
Managing Director
DIN: 07271915**

Declaration of Code of Conduct

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

I hereby confirm that the Company has obtained affirmation from all the members of the Board and Senior Management Personnel that they have complied with the Code of Conduct of the Company in respect of the financial year ended on March 31, 2021.

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

Sd/-

Atul Kumar

Managing Director

DIN: 07271915

Place: Mumbai

Date: April 21, 2022

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 of WinPro Industries Limited
(formerly known as Jump Networks Limited)

We have examined the compliance of conditions of Corporate Governance by WinPro Industries Limited (formerly known as Jump Networks Limited) for the year ended March 31, 2021 as stipulated in Regulation 34(3) Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and the Management, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the following compliances:

Sr. No	Compliance Requirement (regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of SEBI (LODR) Regulation, 2015	During the period from April 01, 2020, to September 30, 2020 and from February 01, 2021 to March 31, 2021, composition of KMP is not in accordance with the provision of regulation of 6 of the SEBI (LODR) Regulations, 2015.	The post of Company Secretary was vacant due to resigned during the mentioned period however the company has taken required steps to appoint the company secretary and compliance officer w.e.f June 24, 2021.

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 JCA & Co.
Company Secretaries
Sd/-
CS. Chirag Jain
Partner
Membership No. F11127
CP No. 13687
UDIN: F011127C002095330

Date: 07/01/2022
Place: Mumbai

CERTIFICATE ON VERIFICATION OF DEBARMENT OR DISQUALIFICATION OF DIRECTORS

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

To

The Members,

WinPro Industries Limited (formerly known as Jump Networks Limited)

Office No. 212, 2nd Floor, Trade Centre,
G Block, Opp. MTNL, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051.

On the basis of verification of undertakings provided by all the directors appointed on the Board of Directors of WinPro Industries Limited (formerly known as Jump Networks Limited (the Company)), on non-applicability of Section 164(1) and Section 164(2) of the Companies Act, 2013, we hereby certify that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Ministry of Corporate Affairs, Securities Exchange Board of India or any such statutory authority during the financial year ended March 31, 2021.

M/s JCA & Co.

Company Secretary

Sd/-

Chirag Jain

Partner

Membership No. F11127

CP No. 13687

UDIN: F011127C002095321

Date: 07/01/2022

Place: Mumbai

MD & CFO CERTIFICATION

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

We, Atul Kumar, Managing Director and Manav Kumar, Chief Financial Officer of the Company have reviewed Financial Results for the year ended on 31st March 2021 and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

As per our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- There has not been any significant change in internal control over financial reporting during the year under reference;
- There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
- There were no instances of fraud of which we are aware, that involve the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: April 21, 2022

Sd/-
Atul Kumar
Managing Director

Sd/-
Manav Kumar
CFO

INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Financial Statements

1. Qualified Opinion:

We have audited the Financial Statements of Jump Networks Limited (“the Company”), which comprise the Balance sheet as at March 31, 2021, 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, 2021, and loss, changes in equity and its cash flows for the year ended on that date.

2. Basis for Qualified Opinion:

The Company has not complied with various sections of the Act during the year. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, if any, on account of such non-compliances in the Financial Statements. In view of the above, we are unable to comment on the impact of such non-compliances, if any, on the financial statements for the year ended March 31, 2021.

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

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

3. Emphasis of Matter:

We draw attention to note to the Statement which states that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2021 and has concluded that there is no impact which is required to be recognised in the Statement. Accordingly, no adjustments have been made to the Statement. Our opinion is not modified in respect of this matter.

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, 2021.

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

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

1. We performed the following substantive procedures:
 - I. verified the accuracy of customer invoices and traced receipts to customer invoices,
 - II. compared the number of pins activated as per the invoice with the IT system reports, and
 - III. tested reconciliations between billing system and the general ledger (including validation of relevant journal entries).
2. Performed cut-off procedures and ensured revenue is correctly recognised on a pro-rata basis for the active pins/calling cards having validity beyond March 31, 2021.
3. Verified the appropriateness of the accounting policies and the disclosures related to Revenue in the Financial Statements.

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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone1 Financial Statements.

Other Matter:

1. The Financial Statements of the Company for the year ended March 31, 2021, were audited by another auditor whose report dated October 19, 2021 expressed an modified opinion on those statements.
2. We audited the adjustments, as fully described in note 38 to the Financial Statements, which have been made to the comparative Financial Statements presented for the year prior to year ended March 31, 2021. In our opinion, such adjustments are appropriate and have been properly applied.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" 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, the Statement of changes in equity and the Statement of cash flow dealt with by this Report are in agreement with the books of account.
 - (d) Except for the matter described in the Basis of Qualified Opinion section above, 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 March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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, refer to our separate Report in "Annexure C".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

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

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

UDIN: 21031256AAABHP5637

Place: Mumbai
Date: 19th October 2021

ANNEXURE A:**TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF JUMP NETWORKS LIMITED****Auditor's Responsibilities for the Audit of the 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 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 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report

because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

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

UDIN: 21031256AAABHP5637

**Place: Mumbai
Date: 19th October 2021**

ANNEXURE B:**TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JUMP NETWORKS LIMITED FOR THE YEAR ENDED MARCH 31, 2021**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (b) All the Property, Plant and Equipment of the Company have not been physically verified by the management during the year. Accordingly, material discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether such material discrepancies have been properly dealt with in the books of account.
- (c) The Company does not hold any immovable property (in the nature of 'property, plant and equipment'). Accordingly, the provisions of clause 3(1)(c) of the Order are not applicable.
- ii. The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- iii. The Company has granted loans, secured or unsecured to a Company covered in the register maintained under section 189 of the Act.
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the rate of interest and other terms and conditions on which the loans have been granted to the Companies in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
 - (b) In case of the loans granted to a Company listed in the register maintained under section 189 of the Act, schedule of repayment of principal and payment of interest have not been stipulated. In the absence of stipulation of repayment terms are unable to comment on the regularity of repayment of principal and payment of interest.
 - (c) In absence of the information relating to terms and conditions of the loan, we are unable to comment if there is any amount overdue for more than ninety days in respect of the loan granted to a Company listed in the register maintained under section 189 of the Act.
- iv. The Company is in non-compliance of section 185 and 186 of the Companies Act, 2013. The Company had placed a resolution before the shareholder in its Annual General Meeting dated December 16, 2020 to regularize the said non-compliance and seek approval of the limits for making investments extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporates. However, the said resolution was not passed/approved by the shareholders. The Company has neither estimated / computed nor made provision in the books of account with respect to penalties arising, if any on account of such non-compliances or has approached National Company Law Tribunal for compounding of the violation. The effect of such non-compliance on the financial results of the Company is presently unascertainable.

In our opinion and according to the information and explanations given to us, the Company has not complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made and the details are as follows:

Non-compliance with section 185 of the Act: Loan to directors, etc.

Name of the Party	Relationship	Nature of non-compliance	Amount as at March 31, 2021 (Amounts in Lakhs)
Profin Capital Services Ltd	Common directors	Loan given to company with common Directors	62,80,518/-
Shreni Construction Pvt Ltd	Common directors	Loan given to company with common Directors	60,00,000/-

Non-compliance with section 186 of the Act: Loan and investment by the Company: Nil

Sr. No	Particulars	Name of Company/Party	Amount Rs. (in Lakhs)	Amount as at March 31, 2021 (Amounts in Lakhs)
Nil				

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, 2021 for a period of more than six months from the date they became payable.

Statutory dues which were outstanding, as at March 31, 2021 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	1,65,92,817/-	01/04/20 to 31/03/2021	31/05/2021	-
Employees State Insurance Act, 1948	ESIC payable	73,739/-	01/04/20 to 31/03/2021	15/04/2021	-
Employees Provident Fund Act, 1952	PF Payable	8,05,625/-	01/04/20 to 31/03/2021	15/04/2021	-
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.

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

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

UDIN: 21031256AAABHP5637

Place: Mumbai
Date: 19th October 2021

ANNEXURE C:**TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JUMP NETWORKS LIMITED**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of Jump Networks Limited ("the Company") as of March 31, 2021 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 with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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 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 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, 2021.

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: 21031256AAABHP5637

Place: Mumbai
Date: 19th October 2021

JUMP NETWORKS LIMITED**Balance Sheet as at March 31, 2021***(All amounts in INR lakhs, unless otherwise stated)*

	Note	As at March 31, 2021,	As at March 31, 2020,
ASSETS			
Non-current assets			
Property, plant and equipment	3	95.18	45.33
Other intangible assets	4	-	-
Financial assets			
Investments	5	-	-
Loans	6	-	2.97
Non-current tax assets		-	169.44
Deferred tax assets (net)		-	21.47
Other non-current assets	7	-	-
		95.18	239.21
Current assets			
Inventories	8	-	-
Financial assets			
Trade receivable	9	-	17,599.94
Cash and cash equivalents	10	65.75	260.18
Loans	6	-	5,947.71
Other financial assets	11	-	1,586.59
Other current assets	7	5,656.49	1,619.83
		5,722.24	27,014.25
		5,817.42	27,253.46
EQUITY & LIABILITIES			
Equity			
Equity share capital	12	4,998.11	4,998.11
Other equity	13	-2,880.73	-3,113.89
		2,117.38	1,884.22
LIABILITIES			
Non-current liabilities			
Financial assets			
Borrowings	14	-	33.10
Provisions	15	-	0.39
Other Noncurrent liabilities	15	1,920.54	-
Deffered tax liabilities (net)	26	-	-
		1,920.54	33.49
Current liabilities			
Financial liabilities			
Borrowings	14	65.81	7,830.00
Trade payables	16	475.11	14,814.66
i) total outstanding dues of micro enterprises and small enterprises			
ii) total outstanding dues of creditors other than micro enterprise and small enterprise			
Other financial liabilities	17	-	492.56
Provisions	15	1,145.14	1,051.56
Other current liabilities	18	93.45	1,146.97
		1,779.50	25,335.75
		5,817.42	27,253.46
* Restated			

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements as per our report of even date

For Mohandas & Co.

Chartered Accountants

Sd/-

CA. Belle Mohandas Shetty

Proprietor

Membership No. 031256

Place: Mumbai

Date: 19th October 2021

UDIN: 21031256AAABHP5637

For and on behalf of the Board of Directors of

JUMP NETWORKS LIMITED

Sd/-

Atul Kumar

Managing Director

DIN: 07271915

Sd/-

Manav Kumar

CFO

Sd/-

Abhishek Sanga

Director & Chairman

DIN: 08309127

Sd/-

Palak Pandey

CS

JUMP NETWORKS LIMITED**Statement of Profit and Loss for the year ended March 31, 2021***(All amounts in INR lakhs, unless otherwise stated)*

	Note	Year ended March 31, 2021	Year ended March 31, 2020
Income			
Revenue from operations	19	14,371.20	18,515.83
Other Income	20	789.24	999.41
Total income		15,160.44	19,515.24
Expenses			
Purchase of goods and services	21	12,252.03	14,319.72
Employee benefit expense	22	169.22	9.46
Finance costs	23	769.66	675.59
Depreciation and amortisation	24	20.91	15.50
Other expenses	25	727.00	1,793.01
Total expenses		13,938.81	16,813.28
Profit/(loss) before exceptional item and tax		1,221.63	2,701.95
Exceptional items (refer note xx)		(890.51)	(13,089.29)
Profit/(loss) before tax		331.11	(10,387.33)
Tax expense:	26		
Current tax		112.93	998.59
Deferred tax charge/ (credit)		4.78	(27.44)
Total tax expense		117.70	971.15
Profit/(loss) after tax		213.41	(11,358.48)
Other comprehensive income			
(i) Amount of items that will not be reclassified to profit or loss		0.38	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.11)	-
Total other comprehensive income		0.27	-
Total comprehensive income for the year		213.68	(11,358.48)
Earning per share (equity shares, par value Rs 1 each)			
Basic and diluted		0.21	(11.36)

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements as per our report of even date

For Mohandas & Co.
Chartered Accountants

Sd/-
CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256
Place: Mumbai
Date: 19th October 2021
UDIN: 21031256AAABHP5637

For and on behalf of the Board of Directors of
JUMP NETWORKS LIMITED

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

Sd/-
Manav Kumar
CFO

Sd/-
Abhishek Sanga
Director & Chairman
DIN: 08309127

Sd/-
Palak Pandey
CS

JUMP NETWORKS LIMITED**Statement of Cash Flows for the year ended 31 March 2021***(All amounts in INR lakhs, unless otherwise stated)*

	Year ended March 31, 2021	Year ended March 31, 2020
Cash flows from operating activities		
Profit/loss before tax	331.11	(10,387.33)
Adjustments for:		
Depreciation and amortization expenses	20.91	15.50
Interest on borrowing	769.66	675.59
Interest Income	(781.52)	(784.98)
Other Income	(74.06)	-
Other intangible assets written off	-	64.91
Bad debts written-off	62.12	1,476.64
Old advances written-off / provision for doubtful advances	890.51	6,901.72
Inventory written-off	-	176.65
Investments written-off	-	262.17
Share application money written-off	-	6,289.21
Sundry balances written-off	156.23	103.97
Preliminary expense written-off	-	0.45
Old advances written-back	-	(0.57)
Unrealised foreign exchange translation (gain)/loss	-	(213.86)
Operating profit before working capital changes	1,374.97	4,580.07
Changes in working capital		
(Increase)/ decrease in trade receivables	17,537.82	(15,238.96)
(Increase)/ decrease in other financial assets	189.10	(890.50)
(Increase)/ decrease in other assets	2,450.90	(3,176.43)
(Decrease)/ increase in trade payables	(14,339.55)	11,861.76
(Decrease)/ increase in financial liabilities	(492.56)	353.04
(Decrease)/ increase in other liabilities	(1,053.52)	(213.27)
(Decrease)/ increase in employee benefit obligation	(0.39)	0.39
(Decrease)/ increase in provisions	93.58	-
Cash (used in) / generated from operations	5,760.34	(2,723.90)
Income tax paid	(93.17)	(61.30)
Net cash inflow / (outflow) from operating activities (A)	5,667.17	(2,785.20)
Cash flows from Investing activities		
Payment for purchase of property, plant and equipments	(220.53)	-
Receipt for sale of property, plant and equipments	149.77	-
Advances given for share purchase agreement	-	1,599.00
Loans given to corporates	-	-5,947.71
Interest income on loans	855.58	101.17
Net cash outflow from investing activities (B)	784.82	(4,247.54)
Cash flows from financing activities		
Proceeds from short-term borrowings	(7,764.19)	8,500.00
Repayment of short term borrowings	-	(670.00)
Dividend and tax on dividend	-	(11.76)
Lease rentals paid against lease liability	-	(31.64)
Increase/(Decrease) in Long term borrowings	(33.10)	-
Increase/(Decrease) in Other non-current liabilities	1,920.54	-
Interest paid	(769.66)	(535.49)
Net cash inflow from financing activities (C)	-6,646.43	7,251.11
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(194.43)	218.37
Cash and cash equivalents at the beginning of the year	260.18	41.81
Cash and cash equivalents at the end of the year	65.75	260.18
Cash and cash equivalents comprise of [Refer note 13]		
On current accounts	57.17	249.58
Cash on hand	8.58	10.60
Total cash and cash equivalents at end of the year	65.75	260.18

The above Cash Flow Statement has been prepared under indirect method as set out in Ind AS-7-Cash Flow Statement notified under the Section 133 of the Companies Act, 2013. Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements as per our report of even date

For Mohandas & Co. Chartered Accountants

Sd/-

CA. Belle Mohandas Shetty (Proprietor)

Membership No. 031256

Place: Mumbai, Date: 19th October 2021

UDIN: 21031256AAABHP5637

For and on behalf of the Board of Directors of JUMP NETWORKS LIMITED

Sd/-

Atul Kumar

MD

DIN: 07271915

Sd/-

Abhishek Sanga

Director & Chairman

DIN: 08309127

Sd/-

Manav Kumar

CFO

Sd/-

Palak Pandey

CS

JUMP NETWORKS LIMITED					
Statement of Changes in Equity for the year ended March 31, 2021					
<i>(All amounts in INR lakhs, unless otherwise stated)</i>					
A. Equity share capital					
Equity shares of Rs. 5/- each issued, subscribed and fully paid	As at March 31, 2021		As at March 31, 2020		
	No. of shares	Amount	No. of shares	Amount	
Opening	9,99,62,110	49,98,10,550	9,99,62,110	49,98,10,550	
Add: issue during the year	-	-	-	-	
Closing	9,99,62,110	49,98,10,550	9,99,62,110	49,98,10,550	
B. Other equity					
	Reserves & Surplus				
	Capital Reserve Account	Securities Premium Account	General Reserve	Retained Earnings	Total other equity
Balance as at April 1, 2019	60.900	8,245.51	16.82	(61.56)	8,098.61
Profit for the year	-	-	-	-	-
Other comprehensive income	-	-	-	-	-
Balance as at April 1, 2019	60.90	8,245.51	16.82	(61.56)	8,261.66
Balance as at April 1, 2019	60.90	8,245.51	16.82	(61.56)	8,261.66
Profit for the year	-	-	-	(11,358.48)	(11,358.48)
Other comprehensive income	-	-	-	-	-
Transaction with owners in their capacity as owners:					
Dividend paid during the year				(10.00)	(10.00)
Tax on dividend				(1.76)	(1.76)
Impact on adoption of Ind AS-116				(5.33)	(5.33)
Balance at the end of the reporting period March 31, 2020	60.90	8,245.51	16.82	(11,437.13)	(3,113.89)
Balance as at April 1, 2020	60.90	8,245.51	16.82	(11,437.13)	(3,113.89)
Profit for the year	-	-	-	213.41	213.41
Other comprehensive income	-	-	-	0.27	0.27
Tax Exepnses	-	-	-	19.48	19.48
Transaction with owners in their capacity as owners:					
Dividend paid during the year				-	-
Tax on dividend				-	-
Impact on adoption of Ind AS-116				-	-
Balance at the end of the reporting period March 31, 2020		8,245.51	16.82	(11,203.95)	(2,880.72)

The accompanying notes are an integral part of the financial statements as per our report of even date

For Mohandas & Co.
Chartered Accountants

Sd/-
CA. Belle Mohandas Shetty
Proprietor
Membership No. 031256
Place: Mumbai
Date: 19th October 2021
UDIN: 21031256AAABHP5637

For and on behalf of the Board of Directors of
JUMP NETWORKS LIMITED

Sd/-
Atul Kumar
Managing Director
DIN: 07271915

Sd/-
Manav Kumar
CFO

Sd/-
Abhishek Sanga
Director & Chairman
DIN: 08309127

Sd/-
Palak Pandey
CS

JUMP NETWORKS LIMITED
Statement of Changes in Equity for the year ended March 31, 2021
(All amounts in INR lakhs, unless otherwise stated)

3) Property, plant and equipment

	Gross block				Accumulated depreciation				Net block
	As at April 1, 2020	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2021,	As at April 1, 2020	For the year	Deductions/ Adjustments	As at March 31, 2021,	As at March 31, 2021,
I Owned Assets									
Computers	1.30	2.94	-	4.24	0.70	0.85	-	1.55	2.68
Office equipment's	0.42	-	-	0.42	0.03	0.08	-	0.11	0.31
Leasehold improvements	2.91	-	(2.18)	0.73	-	0.73	-	0.73	0.00
Mobile	-	3.84	-	3.84	-	0.31	-	0.31	3.53
Motor Car	-	213.75	(117.46)	96.29	-	7.63	-	7.63	88.66
II Right to use assets*									
Building	56.49	0.00	(30.13)	26.36	15.06	11.31	-	26.37	0.00
Total	61.12	220.53	(149.77)	131.87	15.79	20.91	-	36.71	95.18
	Gross block				Accumulated depreciation				Net block
	As at April 1, 2019	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2020	As at April 1, 2019	For the year	Deductions/ Adjustments	As at March 31, 2020	As at March 31, 2020
I Owned Assets									
Computers	1.30	-	-	1.30	0.27	0.43	-	0.70	0.60
Office equipment's	0.42	-	-	0.42	0.02	0.01	-	0.03	0.39
Leasehold improvements	-	2.91	-	2.91	-	-	-	-	2.91
II Right to use assets*									
Building	-	56.49	-	56.49	-	15.06	-	15.06	41.43
Total	1.72	59.40	-	61.12	0.29	15.50	-	15.79	45.33
4) Other intangible assets									
	Gross block				Accumulated amortisation				Net block
	As at 1 April 2019	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2020	As at 1 April 2019	For the year	Deductions/ Adjustments	As at 31 March 2020	As at 31 March 2020
Film Rights	2.46	-	-	2.46	-	-	2.46	2.46	-
T V Serials	61.13	-	-	61.13	-	-	61.13	61.13	-
Channel Launch Show	1.32	-	-	1.32	-	-	1.32	1.32	-
Total	64.91	-	-	64.91	-	-	64.91	64.91	-
	Gross block				Accumulated amortisation				Net block
	As at 1 April 2018	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2019	As at 1 April 2018	For the year	Deductions/ Adjustments	As at 31 March 2019	As at 31 March 2019
Film Rights	2.46	-	-	2.46	-	-	-	-	2.46
T V Serials	61.13	-	-	61.13	-	-	-	-	61.13
Channel Launch Show	1.32	-	-	1.32	-	-	-	-	1.32
Total	64.91	-	-	64.91	-	-	-	-	64.91

JUMP NETWORKS LIMITED**Statement of Changes in Equity for the year ended March 31, 2021***(All amounts in INR lakhs, unless otherwise stated)*

5) Financial assets- Investments (non-current)	As at March 31, 2021		As at March 31, 2020	
	Non-current	Current	Non-current	Current
Investment in equity instruments				
Unquoted equity shares				
850,000 equity shares of KPR Chemical Ltd of ₹10 each fully paid-up	0.00		85.00	
3,875 equity shares of Parikh Bikes Pvt. Ltd of ₹10 each fully paid-up	0.00		2.17	
40,000 equity shares of Ramnath Developers Pvt. Ltd of ₹10 each fully paid-up	0.00		115.00	
120,000 equity shares of Sarthak Creation Pvt. Ltd of ₹10 each fully paid-up	0.00		60.00	
	0.00		262.17	
Less: Investments written-off	0.00		262.17	
	-		-	
6) Financial assets - Loans	As at March 31, 2021		As at March 31, 2020	
	Non-current	Current	Non-current	Current
Unsecured, considered good				
Security deposits	-	-	2.97	-
Other deposit	-	-	-	-
Loans to corporate	-	-	-	5,947.71
	-	-	2.97	5,947.71
7) Other non-current assets	As at March 31, 2021		As at March 31, 2020	
	Non-current	Current	Non-current	Current
Advance against share purchase	-	-	-	1,599.00
Advance against share application money	-	-	-	-
Trade advances	-	-	-	19.87
Preliminary expenses	-	-	-	-
Other receivable	-	5,656.49	-	0.96
	-	5,656.49	-	1,619.83
8) Inventories	As at March 31, 2021		As at March 31, 2020	
Stock in trade	-	-	-	-
	-	-	-	-
9) Trade receivables	As at March 31, 2021		As at March 31, 2020	
Un-secured, considered good	-	-	-	17,599.94
	-	-	-	17,599.94
10) Cash and cash equivalents	As at March 31, 2021		As at March 31, 2020	
Cash and cash equivalents				
Balances with banks				
- On current accounts		57.17		249.58
Cash on hand		8.58		10.60
		65.75		260.18
11) Other financial assets - current	As at March 31, 2021		As at March 31, 2020	
Directors Current Account	-	-	-	12.27
Amount recoverable from related party	-	-	-	890.51
Interest receivable on loans	-	-	-	683.81
	-	-	-	1,586.59

JUMP NETWORKS LIMITED**Notes to the financial statements for the year ended March 31, 2021***(All amounts in INR lakhs, unless otherwise stated)*

12)	Equity share capital	As at 31 March 2021	As at 31 March 2020
	Authorised capital 7,50,000,000 (March 31, 2021: 7,50,000,000, as at April 1, 2020: 750,000,000) equity shares of Rs 5 each	7,500.00	7,500.00
	Issued, subscribed and paid-up 99,962,110 (March 31, 2021: 99,962,110, 01 April 2020: 99,962,110) equity shares of Rs. 5/- each fully paid up	4,998.11	4,998.11
		4,998.11	4,998.11

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

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	No. of shares	%	No. of shares	%
Anupam Gupta	5978579	5.98	8035435	8.04
Esaar India Limited	6844368	6.85	-	-
Arcadia Share & Stockbrokers Pvt Ltd	5599008	5.60	5019784	5.02

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 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Number of equity shares outstanding at the beginning of the year	9,99,62,110	4998.11	9,99,62,110	4998.11
Number of equity shares issued during the year				
Number of equity shares outstanding at the end of the year	9,99,62,110	4,998	9,99,62,110	4,998.11

13)	Other Equity	As at 31 March 2021	As at 31 March 2020
(i)	Capital Reserve Account (Forfeiture reserve)		
	Opening	60.90	460.90
	Addition/ (Deletion)		
	Closing	60.90	60.90
(ii)	Securities Premium Reserve		
	Opening	8,245.51	8,245.51
	Addition/ (Deletion)		
	Closing	8,245.51	8,245.51
(iii)	General Reserve		
	Opening balance	16.82	16.8
	Addition/ (Deletion)	-	-
	Closing	16.82	16.82
(iv)	Retained Earnings		
	Surplus/ (Deficit) in the statement of profit and loss		
	Opening balance	-11,437.12	-61.56
	Add: Profit for the year	213.41	-11,358.48
	Less: Dividend paid	0.00	-10.00
	Less: Tax on dividend	0.00	-1.76
	Deferred Tax Expenses	19.48	0.00
	Other comprehensive income	0.27	0.00
	Impact on account of adoption of Ind AS 116	0.00	-5.33
		(11,203.95)	(11,437.12)
		-2,880.73	-3,113.89

Security premium reserve

This represents premium received on issue of share which exceeds the paid-up capital of the Company.

Forfeiture reserve

This represents premium received on issue of share which exceeds the paid-up capital of the Company.

Retained Earnings

Retained earnings comprises of prior years' undistributed earnings after taxes

JUMP NETWORKS LIMITED										
Notes to the financial statements for the year ended March 31, 2021										
<i>(All amounts in INR lakhs, unless otherwise stated)</i>										
14) Borrowings	As at March 31, 2021		As at March 31, 2020							
	Non- current	Current	Non- current	Current						
	Unsecured:									
	Loan from financial institution	- 65.81	-	7,830.00						
	Lease liability	-	33.10	-						
	- 65.81	33.10	7,830.00							
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">Particulars</th> <th style="width: 20%;">Rate of interest (p.a.)</th> <th style="width: 45%;">Repayment terms</th> </tr> </thead> <tbody> <tr> <td>Loan from financial institution</td> <td>19% p.a.</td> <td>On August 31, 2020</td> </tr> </tbody> </table>					Particulars	Rate of interest (p.a.)	Repayment terms	Loan from financial institution	19% p.a.	On August 31, 2020
Particulars	Rate of interest (p.a.)	Repayment terms								
Loan from financial institution	19% p.a.	On August 31, 2020								
15) Provisions	As at March 31, 2021		As at March 31, 2020							
	Non- current	Current	Non- current	Current						
	Gratuity, unfunded	-	0.39	-						
	Provisions for income tax	- 1,145.14	-	1,051.56						
	Other Provision	-	-	-						
	- 1,145.14	0.39	1,051.56							
16) Trade payables	As at March 31, 2021		As at March 31, 2020							
	Non- current	Current	Non- current	Current						
	i) total outstanding dues of micro enterprises and small enterprises	-	-	-						
	ii) total outstanding dues of creditors other than micro enterprise and small enterprise	475.11	14,814.66	2431.26						
		475.11	-	14,814.66						
The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March 2018 as Micro, Small or Medium Enterprises. Consequently, the amount paid / payable to these parties during the year as at March 31, 2018: Nil (March 31 2017: Nil & April 1, 2016: Nil)										
17) Other financial liabilities - current	As at March 31, 2021		As at March 31, 2020							
	Non- current	Current	Non- current	Current						
	Current maturities of finance lease obligation (refer note xx)	-	15.26	-						
	Interest accrued but not due on borrowings	-	140.09	-						
	Unearned income	-	322.00	-						
Other financial liabilities	-	15.21	-							
	-	492.56	-							
18) Other liabilities	As at March 31, 2021		As at March 31, 2020							
	Non- current	Current	Non- current	Current						
	Advances from customers	-	938.25	1,289.55						
	Other current liabilities	-	93.11	-						
	Statutory liabilities	- 93.45	115.61	70.69						
Other noncurrent liabilities	1920.54	-	-	-						
	1,920.54	93.45	1,146.97	1,360.24						

JUMP NETWORKS LIMITED		
Notes to the financial statements for the year ended March 31, 2021,		
<i>(All amounts in INR lakhs, unless otherwise stated)</i>		
	For the year ended March 31, 2021	For the year ended March 31, 2020
19) Revenue from operations		
Income from VOIP services	13,428.50	15,739.56
Income from advertisement services	-	2,776.27
Sale of traded goods	942.70	-
	14,371.20	18,515.83
20) Other income		
Interest from loan	781.52	784.98
Sundry balances written-back	-	0.57
Unrealised exchange gain	-	213.86
Other Income	7.72	-
	789.24	999.41
21) Purchase of goods and services		
Purchase of VOIP services	12,247.40	11,454.85
Purchase of services for Hoarding and Digital marketing	4.63	2,864.87
Purchase of Electronic Appliances	-	-
	12,252.03	14,319.72
22) Employee benefits expense		
Salaries and wages	165.33	8.92
Gratuity expense	0.15	0.39
Staff welfare	3.74	0.15
	169.22	9.46
23) Finance cost		
Interest expenses on Bank loan	769.66	670.54
Finance cost on lease liability	-	5.05
	769.66	675.59
24) Depreciation expense		
Depreciation expense	20.91	15.50
25) Other expenses		
Interest on late payment of TDS	22.71	9.16
Bank charges	3.02	0.07
Electricity expense	2.62	0.65
Repairs and maintenance	4.70	0.06
Rate & taxes	0.58	4.24
Office expenses	4.04	-
Office rent	8.59	0.00
Auditor remuneration (refer note below)	5.69	9.15
Communication expenses	0.43	0.18
Annual subscription fees	-	-
Printing & stationery	1.17	9.61
Professional fees	35.30	66.15
Legal Fees	76.13	-
Advertisement charges	8.23	30.95
Travelling & conveyance expenses	9.16	4.12
Donation	-	0.29
Bad debts	62.12	1,476.64
Intangible assets written-off	-	69.41
Sundry balance write-off	156.23	99.62
Unrelaised exchange loss	198.73	-
Listing and Other charges	3.48	-
Other expenses	124.07	12.71
	727.00	1,793.01
Auditor remuneration includes:		
Statutory audit	5.50	5.00
Tax audit	-	1.00
Others	-	2.00
Out of pocket expenses	0.19	0.15
	5.69	8.15
Exceptional Item		
Sundry balance W/off	-	6,901.72
Investment Write Off	-	262.17
Share Application Money W/Off	-	6,289.21
Inventory Write off	-	176.65
	-	13,629.74

JUMP NETWORKS LIMITED**Notes to the financial statements for the year ended March 31, 2021***(All amounts in INR lakhs, unless otherwise stated)*

26 Tax expenses	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax	112.93	998.59
Deferred tax	4.78	(27.44)
Total tax expense	117.71	971.16
B Amounts recognised in statement of profit and loss		
	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax	112.93	998.59
Deferred income tax liability / (asset), net (Increase)/decrease in deferred tax asset Increase/(decrease) in deferred tax liability	4.78	(27.44)
Deferred tax expense/(benefit)	4.78	(27.44)
Tax expense for the year	117.71	971.16
C Reconciliation of effective tax rate		
	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit/(loss) before tax	213.41	(11,358.48)
Tax using the Company's domestic tax rate (March 31, 2020: 27.75% and March 31, 2019: 34.61%)	59.22	(3,151.98)
Add Tax Effect of:	53.71	-
Disallowance and other effects as per Income Tax Act	-	3,150.05
Deferred tax not recorded on loss	112.93	(1.93)
Tax expense	112.93	(1.93)

The effective tax rate (based on profit before tax) for year ended March 31, 2019 and March 31, 2018 is 37.10% and 35.46% respectively. Difference between tax rate (34.94% for current year and 34.61% for previous year) and effective tax rate is mainly due to disallowance of interest on income tax, disallowance of Corporate Social Responsibility expenses, adjustments for prior periods tax, Deferred tax on currency fluctuation and impairment of investment for which Deferred tax asset not created.

D Movement in deferred tax balances				March 31, 2021		
	Net balance April 1, 2020	Recognised in profit or loss / Reserve	Recognised in OCI	Net deferred tax (liability)/asset	Deferred tax asset	Deferred tax liability
Deferred tax asset/(liabilities)						
On account of depreciation	9.90	(9.90)	-	-	-	-
On disallowance u/s 40A of Income Tax Act, 1961	9.55	(9.55)	-	-	-	-
On lease liability	2.01	(2.01)	-	-	-	-
	21.47	(21.47)	-	-	-	-
				March 31, 2020		
	Net balance April 1, 2019	Recognised in profit or loss	Recognised in OCI	Net deferred tax (liability)/asset	Deferred tax asset	Deferred tax liability
Deferred tax asset/(liabilities)						
On account of depreciation	9.90	15.86	-	9.90	9.90	-
On disallowance u/s 40A of Income Tax Act, 1961	9.55	9.55	-	9.55	9.55	-
On lease liability	2.01	2.01	-	2.01	2.01	-
	21.47	27.44	-	21.47	21.47	-

Significant accounting policies:**Jump Networks Limited****1. Corporate information**

Jump Networks 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 October 19, 2021.

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)

Estimation uncertainty relating to the global health pandemic on COVID-19

In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, the Company's business operations were temporarily disrupted. The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of assets after considering internal and external sources of information including the possible future uncertainties in the global economic conditions as at the date of approval of these financial results. The Company has used assumptions based on current indicators of future economic conditions and based on the same the Company expects to recover the carrying amount of these assets. Further, the management is continuously assessing the impact of the outbreak of Coronavirus (COVID-19) on the business operations of the Company. The management believes that no adjustments are required in the financial statements as it does not materially impact the current Financial Year ended March 31, 2020, however, in view of the highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is difficult.

Accordingly, the impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements.

2.3 Significant accounting policies:

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

A. Property, plant and equipment and depreciation:

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

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset,

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

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

Depreciation methods, estimated useful lives

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

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

B. Intangible assets and amortization:

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

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

C. Impairment of non-financial assets:

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

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

D. Inventories:

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

E. Foreign currency transactions:

Functional and presentation currency

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

Transactions and balances

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

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

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

F. Revenue recognition:

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

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

Revenue from advertisement services:

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

Revenue from wholesale VOIP services:

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

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

G. Leases:

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

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

The Company as a lessee:

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

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

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

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

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

H. Income taxes:

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

Current tax:

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

Deferred tax:

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

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation Minimum Alternate Tax (MAT):

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

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

I. Provisions and contingent liabilities:

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

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

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

J. Employee benefits:

Employee benefits include salaries, wages, and gratuity.

Short-term employee benefits:

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

Post-employment benefit: Defined contribution plan:

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

Post-employment benefits: Defined benefit plan:

Defined benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligations which is

computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

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

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

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

Leave encashment:

The Company does not accumulate the leave of the employees.

Short term employee benefits:

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

K. Financial instruments:

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

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

Financial assets:**a) Recognition and initial measurement:**

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

b) Classification of financial assets and Subsequent Measurement:

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

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

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

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

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

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

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

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

c) Impairment of financial assets:

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

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

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

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

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

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

d) Derecognition of financial assets:

A financial asset is derecognized only when

- i) the rights to receive cash flows from the financial asset is transferred or
- ii) retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

a) Subsequent measurement:

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

Financial liabilities at fair value through profit or loss

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

Loans and borrowings

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

b) Derecognition:

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

Offsetting financial instruments

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

Effective interest method

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

L. Cash and cash equivalents:

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

M. Segments reporting:

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

N. Earnings per share:

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

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

3. Related Party Transactions:

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

Entity under common control:

Profin Capital Services Limited
Shreni Constructions Private Limited
Shailja Commercial Trade Frenzy Limited
Asian Fintrade Services Private Limited
Streamcast Cloud Private Limited
Streamcast Education Services Private Limited

Key Management Personnel (KMP):

Harshawardhan Sabale	- Managing Director (till March 12, 2021)
Neha Gupta	- Non-Exe Independent Director (till November 13, 2020)
Atul Kumar	- Non- Exe Independent Director
Abhishek Sanga	- Non- Exe Director
Bharat Chawla	- Non- Exe Director (till December 15, 2020)
Amita Karia	- Non- Exe Independent Director (till March 5, 2021)
Milin Ramani	- Non- Exe Independent Director (till March 2, 2021)
Yogendra Bagree	- Non- Exe Director (till July 31, 2020)
Manav Kumar	- Chief Financial Officer
Nihar Shah	- CS and Compliance Officer (till January 31, 2021)

b) Transaction with Related Parties

I) Transactions with related parties for the financial year ended March 31, 2021:

Particulars	March 31, 2021	March 31, 2020
Trade Advance		
Profin Capital Services Limited (amount received)	2,909.95	1,939.04
Profin Capital Services Limited (amount paid back)	686.24	2,331.58
Loan given/repaid		
Shreni Constructions Private Limited (loan given)	-	1,440.00
Shreni Constructions Private Limited (loan repaid)	1500	-
Shreni Constructions Private Limited (Int. accrued on loan given)	154.74	-
Shreni Constructions Private Limited (Int. on loan given)	77.79	-
ProFin Capital Services Limited (loan given)	-	5,235.53
ProFin Capital Services Limited (loan repaid)	-	3,074.61
ProFin Capital Services Limited (Interest Accrued on loan given)	111.72	-
Remuneration to KMP/Director		
Yogendra Bagree	2.31	1.50
Payal Garodia	-	1.50
Amita Karia	0.75	-
Milin Ramani	0.75	-
Nihar Shah	3.00	-
Director sitting fee		
Neha Gupta	-	1.50
Atul Kumar	-	1.50
Advance Paid		
Harshawardhan Sabale	1435.33	-
Advance Received		
Harshawardhan Sabale	2046.47	-
Consultancy Charges		
Yogendra Bagree	2.60	-
Trade Liabilities		
Streamcast Cloud Private Limited (amount paid on behalf of Co.)	2.07	-
Streamcast Education Services Private Limited (amount paid on behalf of Co.)	1.40	-

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

Particulars	March 31, 2021	March 31, 2020
Other payable		
Neha Gupta	0.68	0.68
Atul Kumar	-	1.35
Shailja Commercial Trade Frenzy Limited	8.72	8.71

Profin Capital Services Limited	62.81	-
Streamcast Cloud Private Limited	2.07	-
Streamcast Education Services Private Limited	1.40	-
Other receivables		
Asian Fintrade Services Private Limited	890.51	890.51
Advance given for acquisition of subsidiary		
Harshawardhan Sabale	-	1,599
Loan given		
Shreni Constructions Private Limited	60	1,440.00
Profin Capital services Limited	-	2,160
Harshawardhan Sabale	9.88	-
Loan Received		
Yogendra Bagree	9.02	9.02
Interest receivable		
Shreni Constructions Private Limited	-	184.39
Profin Capital services Limited	-	188.57
Professional fees		
Yogendra Bagree	2.31	-

4. Segment reporting:

The Company's operations predominantly relate to providing advertisement and wholesale Voice Over Internet Protocol (VOIP) services, which it has commenced in the current Financial Year. The Chief Operating Decision Maker (CODM) monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Also, financing (including finance costs and finance income) and income taxes are managed on a group basis and are not allocated to operating segments.

Summary of segment information for the financial year ended March 31, 2021 is as follows:

	March 31, 2021	March 31, 2020
a) Primary Segment Reporting (by business segment)		
Segment revenue		
Advertisement business	15.08	2,776.27
Voice Over IP wholesale	13,338.18	-
Agritech	942.70	-
Others	14.38	15,739.56
Total revenue	14,310.34	18,515.83
Segment result		
Advertisement business	11.02	(88.60)
Voice Over IP wholesale	4,999.65	4,284.71
Agritech	42.59	-
Others	5.97	-
Add/ (Less):		

Other income	767.79	999.41
Finance cost	(693.11)	(675.59)
Exceptional items	(890.51)	(13,089.29)
Unallocated expenses	(830.89)	(1,817.97)
Net profit/(loss) before tax	3,412.51	(10,387.33)
Segment assets		
Advertisement business	164.30	802.87
Voice Over IP Wholesale	10,060.38	16,797.07
Agritech	942.70	-
Others	-	-
Unallocated asset	12,296.41	9,653.52
Total assets	23,463.79	27,253.46
Segment liabilities		
Advertisement business	1,773.76	2,838.17
Voice Over IP Wholesale	6,738.76	11,976.50
Agritech	-	-
Others	396.54	-
Unallocated liability	9,992.56	10,554.57
Total liabilities	18,901.62	25,369.24
Net capital employed	4,562.17	1,884.22

a) Accounting Classification and Fair Values:

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

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

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

The categories used are as follows:

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

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

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

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

b) Measurement of Fair Values:

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

c) Financial Risk Management:

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

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

d) Credit Risk:

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

Trade receivables:

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

Reconciliation of loss allowance provision for trade receivables:

	March 31, 2021	March 31, 2020
Balance as at the beginning of the year	17,599.94	17,599.94
Add: Additional provision/ (reversal) (Net)	(17,599.94)	
Less: Provision utilized		
Balance as at the end of the year	0.00	17,599.94

Cash and cash equivalents and other bank balances:

The Company held cash and cash equivalents with credit worthy banks and financial institutions of INR 65.75 Lakhs and INR 260.18 Lakhs as at March 31, 2021 and March 31, 2020 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Loan and security deposits:

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

ii. Liquidity risk:

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

iii. Market Risk:

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

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. However, the Company doesn't have any long-term borrowings as at March 31, 2020.

Currency risk:

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar against the functional currency of the Company.

Capital Management:

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

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

The Company's adjusted net debt to equity ratio was as follows:

Particulars	March 31, 2021	March 31, 2020
Total external borrowings	68.81	7,863.10

Less : Cash and cash equivalent and other bank balances	65.75	260.18
Adjusted net debt	3.06	7,602.92
Total equity	2,117.38	1,884.22
Adjusted net debt to adjusted equity ratio	0.0014	4.03

5. Earnings Per Share (EPS):

	March 31, 2021	March 31, 2020
Profit/(loss) attributable to Equity Holders of the Company	213.68	(11,358.48)
Weighted-average number of Equity shares	99,962,110	99,962,110
Nominal value per share (Rupees)	5	5
Earnings per share (basic and diluted) - Rs	0.21	(11.36)

6. Contingent Liabilities:

	March 31, 2021	March 31, 2020
Disputed Income tax demands		247.78
Disputed indirect taxes		-
Claims against the Company not acknowledged as debts		247.78

It is not practical for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

WINPRO INDUSTRIES LIMITED
(formerly known as Jump Networks Limited)

CIN: L92412MH1992PLC067841

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

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

Website: www.jumpnetworks.in

PROXY FORM

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

I/We, being the member(s) of Winpro Industries Limited (formerly known as Jump Networks Limited) holding _____ shares hereby appoint:

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Thursday, May 19, 2022 at 10.00 a.m. at the Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Particulars of the Resolution	Vote	
		For	Against
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the Financial Year March 31, 2021.		
2.	Re-appointment of retiring Director Mr. Abhishek Sanga (DIN: 08309127).		
3.	Appointment of M/s. Mohandas & Co., Chartered Accountants (Firm Registration No. 106529W) as a Statutory Auditors of the Company.		
4.	Regularization of appointment of Mr. Anil Thakor (DIN: 09168337) as a Non-Executive Director of the Company.		
5.	Regularization of appointment of Ms. Minakshi Singh (DIN: 07483620) as a Non-Executive Independent Director of the Company.		
6.	Regularization of appointment of Mr. Nirdesh Shah (DIN: 08128204) as Non-Executive Independent Director of the Company.		
7.	Regularization of Mr. Manav Kumar (DIN: 08309105) as an Executive Director of the Company.		
8.	Appointment of Mr. Atul Kumar (DIN: 07271915) as the Managing Director of the Company		

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

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

Signed: ____ Day of _____, 2022.

Signature of Shareholder:

Signature of Proxy holder(s):

**Affix
Re.1/-
Revenue
Stamp**

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

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

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

28th Annual General Meeting

I/ We hereby record my/ our presence at the 28th Annual General Meeting of the Company to be held on Thursday, May 19, 2022 at 10.00 a.m. at the Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104.

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

(Member's /Proxy's Signature)

WINPRO INDUSTRIES LIMITED
(formerly known as Jump Networks Limited)

CIN: L92412MH1992PLC067841

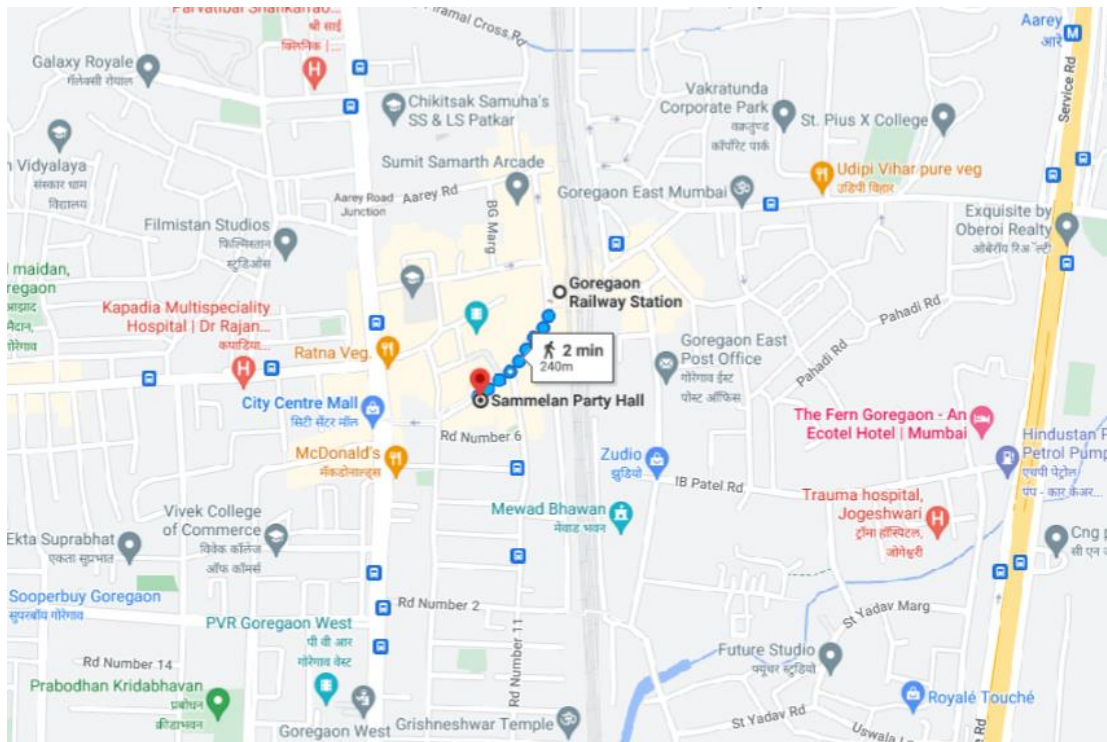
Registered Office: Office No. 212, 2nd Floor, Trade Centre, G Block, Opp. MTNL, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

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

Website: www.jumpnetworks.in

Route Map for 28th Annual General Meeting

Date : May 19, 2022
 Day : Thursday
 Time : 10.00 a.m.
 Address : Sammelan Hall, A101, Samarth Complex, Jawahar Nagar, Goregaon (West), Mumbai – 400 104





Book Post

Regd. Off: #212, 2nd flr, Trade Centre,
G Block, Opp. MTNL, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051