# JUMBO FINANCE LIMITED

. 805, 8th Floor, 'A' wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai - 400 063.
Telefax : 022-2685 6703 | Email : jumbofin@hotmail.com | Website : www.jumbofinance.co.in | CIN : L65990MH1984PLC032766

**Date: 08/09/2025**

**To,**
**The Bombay Stock Exchange Ltd**
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai - 400 001

**Ref: BSE Scrip Code: 511060**
**Sub: 41st Annual Report for the Financial year 2024-2025**

**Dear Sir / Madam,**

Pursuant to Regulation 34 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the soft copy of 41st Annual Report of the Company for the financial year 2024-2025.

The 41st Annual General Meeting is scheduled to be held on 30th September, 2025 at 03.00 p.m. through Physical Mode.

Kindly take the same on your record.

Thanking You
Yours Faithfully

**For Jumbo Finance Limited**

JAGDISH PRASAD KHANDELWAL

Digitally signed by JAGDISH PRASAD KHANDELWAL
DN: c=IN, o=Personal, title=2640,
2.5.4.20=add46b72c42c727cb485bfd4c5c5e5ee47086ca6d02f17c5643786fd845b478b, postalCode=401101, st=Maharashtra,
serialNumber=2cf40bba55db4229bed3bef25dc8b27418ae7c8c2456ae44245317eedf2f47d0, cn=JAGDISH PRASAD
KHANDELWAL
Date: 2025.09.08 17:31:47 +05'30'

**JagdishPrasad Khandelwal**
**Director & CFO**
**(DIN : 00457078)**
**Place: Mumbai**

# JUMBO FINANCE LIMITED

## ANNUAL REPORT

## 2024-2025

**AUDITOR:**
**HIREN BUCH ASSOCIATES**

**CIN:**
**L65990MHl984PLC032766**

# JUMBO FINANCE LIMITED

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766

**BOARD OF DIRECTORS:**

| | |
|---|---|
| SMT. SMRITI RANKA | MANAGING DIRECTOR |
| SMT. ADITI RANKA | DIRECTOR |
| SHRI. JAGDISH PRASAD KHANDELWAL | DIRECTOR |
| SHRI. PREM CHAND PARAKH | INDEPENDENT DIRECTOR |
| SHRI. KISHORE SINGH SOLANKI (resigned w.e.f. 08.05.2024) | INDEPENDENT DIRECTOR |
| SHRI. SURESH CHAND GOKHROO (Appointed on 07.05.2024) | INDEPENDENT DIRECTOR |

**CHIEF FINANCIAL OFFICER**
SHRI. JAGDISH PRASAD KHANDELWAL

**COMPANY SECRETARY:**
SMT. KRISHNA TELA

**AUDITORS:**
M/S. HIREN BUCH ASSOCIATES,
CHARTERED ACCOUNTANTS
A-701, SHREEJI'S PARADISE CO-OP HSG SOCIETY LTD,
JAI BHAVANI MATA ROAD, AMBOLI, ANDHERI (WEST),
MUMBAI - 400058

**INTERNAL AUDITOR:**
M/S. S. K. LAHOTI & CO.

**SECRETARIAL AUDITOR:**
PANKAJ S. DESAI
COMPANY SECRETARY IN PRACTICE

**REGISTERED OFFICE:**
OFFICE NO.805, 8TH FLOOR, 'A' WING,
CORPORATE AVENUE, SONAWALA ROAD,
GOREGAON (EAST), MUMBAI - 400063

**EMAIL ID:** jumbofin@hotmail.com

**WEBSITE URL:** www.jumbofinance.co.in

**REGISTRAR & SHARE TRANSFER AGENTS:**
REGD. OFFICE & INVESTOR RELATION CENTRE:
SKYLINE FINANCIAL SERVICES PRIVATE Limited
A /505, DATTANI PLAZA, ANDHERI KURLA
ROAD, SAFEED POOL, MUMBAI-400072.
TEL: 022-62215779, 2228511022
E-MAIL: Pravin.cm@skylinerta.com

# JUMBO FINANCE LIMITED

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF JUMBO FINANCE LIMITED (CIN: L65990MH1984PLC032766) WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025 AT 03.00 P.M. AT REGISTERED OFFICE OFFICE NO.805, 8TH FLOOR, 'A' WING, CORPORATE AVENUE, SONAWALA ROAD, GOREGAON (EAST), MUMBAI - 400063 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

**1.** To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

**2.** To appoint a Director in place of Mrs. Smriti Ranka (DIN: 00338974), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment. (Ordinary Resolution)

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Smriti Ranka (DIN: 00338974), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

**3.** To appoint M/s. Hiren Buch Associates, Chartered Accountants, (FRN – 116131W) as Statutory Auditors of the Company and to fix their remuneration – (Ordinary Resolution)

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, the consent of the members of the Company be and is hereby accorded for the appointment of Hiren Buch Associates, Chartered Accountants, (FRN – 116131W) as Statutory Auditors of the Company, to hold office for a second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting, at remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes, out of pocket expenses, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure".

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and remuneration plus taxes at the applicable rates and reimbursement of out of pocket expenses and travelling expenses etc., as may be mutually agreed between Statutory Auditors and the Company based on the recommendation of Audit Committee."

**Registered Office:**
Office n0.805, 8th floor, 'a' wing,
Corporate avenue, sona wala road,
Goregaon (east), Mumbai - 400063
🖂 Email: jumbofin@hotmail.com | Website: www.jumbofinance.co.in
☎Contact No. : 022-49186270/ 022-49186060

**By Order of the Board of Directors**

**Sd/-**
**Smt. Smriti Ranka**
**(Managing Director)**
**DIN: 00338974**
**Place: Mumbai**
**Date: 13/08/2025**

## IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause. The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories. The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in Demat form can intimate/update their email address to their respective Depository Participants. Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them.

**Notes:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses, if any, to be transacted at the meeting is attached hereto.

2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 5th May, 2022, 28th December, 2022 and including General Circular No.

09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA") *(collectively referred to as "MCA Circulars")* read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") companies are allowed to hold Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. However the Company opted to convey its AGM physically at its registered office on Tuesday, 30th September, 2025, at 03.00 p.m. (IST).

3. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. a person can act as proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.

4. Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting at email id jumbofin@hotmail.comThe additional details of Directors retiring by rotation/ seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure I and forms part of this Notice.

5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Tuesday, September 30, 2025 (both days inclusive).

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

7. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants.

8. Members holding shares in electronic form are required to contact their Depository Participants to register/change their nomination.

9. The Members holding shares in physical form are informed that as per SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/687 dated 13th November, 2021 and 14th December, 2021 respectively, SEBI has notified simplified norms for processing investor's service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. In this regard, it is mandatory for all the physical shareholders to furnish the following documents/ details with the Company/ RTA and the non updation of the same on or before 1st April, 2023 shall result into freezing of folios:
   a. Form ISR-1 (Request for registering PAN, KYC details)
   b. Form ISR-2 (Confirmation of Signature of securities holder by the Banker)
   c. Either,
      - SH-13 (Nomination Form); or
      - Form ISR-3 (Declaration to opt-out Nomination) .

10. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, the securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 and transmission or transposition can be done only in dematerialized form with effect from January 24, 2022. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.

11. Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company on jumbofin@hotmail.com alongwith at least 7 days prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.

12. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.

13. In line with the MCA Circulars and the SEBI Circulars, Annual Report for the financial year 2024-25 along with the Notice of 41st Annual General Meeting inter alia indicating the process and manner of e-voting, will be sent through electronic mode to the Members whose email addresses are available with the Companys' RTA/Depositories/Depository Participants. The Members whose e-mail addresses are not registered with the Company are requested the same.

14. Speaker Registration/Questions for the Meeting: Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id and mobile number at jumbofin@hotmail.com alongwith on or before Tuesday, September 23, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.

15. The facility for remote e-voting shall be provided at the Meeting. Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting

16. The remote e-voting facility will be available during the following voting period :
**Commencement of remote E-voting:** From 09.00 a.m. (IST) on Saturday, September 27, 2025
**End of remote e-voting:** Upto 05.00 p.m. (IST) on Monday, September 29, 2025

17. Mr. Pankaj S. Desai, Practicing Company Secretary (Certificate of Practice No. 4098) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of 41st Annual General Meeting.

18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Tuesday, 23rd September, 2025 ("Cut-off date") only shall be entitled to avail the facility of remote e-voting or voting at the Meeting, as the case may be, in proportion to the shares held by them as on the Cut-off date.

19. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if he/she is already registered user for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

20. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.

21. The facility of voting will be provided at the meeting for the Members attending the Meeting and who have not cast their vote earlier by remote e-voting.

22. Once the Member has confirmed his/her voting on the resolution(s), he/she will not be allowed to modify his/her vote or cast the vote again.

23. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24. The Results shall be declared by the Chairman or any other person authorized by him within forty-eight hours from the conclusion of the Meeting. The results declared shall alongwith the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. www.jumbofinance.co.in and on the website of NSDL at evoting@nsdl.co.in immediately after the declaration of results. The results shall simultaneously be forwarded to the BSE Limited, Mumbai.

25. Instructions for e-voting and attending the 41st Annual General Meeting is annexed and forms part of this Notice.

26. The deemed venue for the AGM shall be the Registered Office of the Company.

27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

28. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Skyline Financial Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

29. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s. Skyline Financial Services Private Limited. having address at A /505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai-400072..

30. Members are requested to

    i. Intimate to Skyline Financial Services Private Limited, changes, if any, in their registered addresses, in case of shares held in physical form
    ii. Intimate to the respective DPs, changes, if any, in their registered addresses, in case of shares held in Demat form
    iii. Quote their folio numbers/ Client ID/ DP ID in all correspondence
    iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names
    v. Register their PAN with their DPs, in case of shares held in Demat form and Skyline Financial Services Private Limited / Company, in case of shares held in physical form, as directed by SEBI

31. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Accordingly members who hold shares in physical form are requested to update their PAN with the RTA. Members who hold shares in Dematerialised form are requested to correspond with the Depository Participant with whom they have opened Demat Account(s) for updating of details.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM:

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

**Step 2: Access through NSDL 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 27.09.2025 and ends on 29.09.2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 participation by the public non-institutional shareholders/retail shareholders is at 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/ website of Depositories/Depository Participant.** 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 facility.

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

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

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

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

**Step 2:**

**A. In case a Member receives an email from NSDL {for members whose email IDs are registered with the Company/Depository Participant(s)}:**

i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

iii) Click on Shareholder – Login.

iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digital characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) Home Page of e-voting opens. Click on E-Voting: Active Voting Cycles.

vii) Select "EVEN" of Jumbo Finance Limited.

viii) Now you are ready for e-voting as Cast Vote page opens.

ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x) Upon confirmation, the message "Vote cast successfully" will be displayed.

xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to shirdipankaj@hotmail.com with a copy marked to evoting@nsdl.co.in

**Step 3:**

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:**

i) Initial password will be provided separately:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

ii) Please follow all steps from SI. No. (ii) to SI. No. (xii) above, to cast vote.

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the 'Downloads' section of www.evoting.nsdl.com

2. If you are already registered with NSDL for e-voting then you can use your existing USER ID and Password/Pin for casting your vote.

3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. The E-voting period shall commence from Saturday, the 27.09.2025 and will end on Monday, the 29.09.2025. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 29.09.2025. During the e-voting period, Members of the Company, holding shares either in physical or dematerialized form, as on end of the day of business hours 23.09.2025 will be eligible to cast their vote electronically. Once the vote on a resolution is cast by the shareholder, it cannot be changed subsequently.

5. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date (record date) of 23.09.2024.

6. Shri Pankaj S. Desai, B.Com (Hons), A.C.S, A.C.A has been appointed as Scrutinizer having their office at 5/14, Malad C.H.S., Opp. Saraf Hall, Poddar Park, Malad (East), Mumbai – 400097, to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results shall be declared within forty eight hours from the conclusion of the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website http://www.jumbofinance.co.in and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited (BSE) accordingly.

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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at. 022-48867000.

**Registered Office:**
Office no.805, 8th floor, 'a' wing,
Corporate avenue, sona wala road,
Goregaon (east), Mumbai - 400063
✉ Email: jumbofin@hotmail.com | Website: www.jumbofinance.co.in
☎Contact No. : 022-49186270/ 022-49186060

**By Order of the Board of Directors**

**Sd/-**
**Smt. Smriti Ranka**
**(Managing Director)**
**DIN: 00338974**
**Place: Mumbai**
**Date: 13/08/2025**

**ANNEXURE TO THE NOTICE**
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, SPECIAL BUSINESS:**

**Details of Directors seeking appointment/re-appointment at the Annual general Meeting [Pursuant to Regulation 36(3) of the Listing Regulation], are as follows:**

| | | |
|---|---|---|
| 1. | Name of the Director | Smt. Smriti Ranka |
| 2. | DIN | 00338974 |
| 3. | Date of Birth | 26/11/1963 |
| 4. | Date of Appointment | 20/12/2000 |
| 5. | Experience in specific Areas | She has a rich experience as Entrepreneur |
| 6. | Qualifications | Post Graduate |
| 7. | No. of shares held in the company | 1,67,596 |
| 8. | Directorships in other Companies | Pride Mercantiles Private Limited<br>Entees Infra Projects Private Limited<br>Vulvan Traders Pvt Ltd<br>Ajaymeru Trading And Investment Private Limited<br>Trishul Traders Private Limited<br>Yamda Trading Private Limited<br>Kapri Traders Private Limited |
| 10. | Membership / Chairmanship of Committees other than Jumbo Finance Limited | NIL |

**ITEM NO.3: TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION.**

The auditors M/s. Hiren Buch Associates, Chartered Accountants, (FRN – 116131W) has been appointed as a Statutory Auditors of the Company at 41st AGM to hold office till the conclusion of 46th AGM. The Board based on the recommendation of In Audit Committee proposed the appointment of M/s. Hiren Buch Associates, Chartered Accountants, (FRN – 116131W) as Statutory Auditors of the for a second term of 5 years, commencing from the conclusion of 41st AGM till the conclusion of the 46th AGM, without any ratification by members every year.

M/s. Hiren Buch Associates, Chartered Accountants, (FRN – 116131W) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

JUMBO FINANCE LIMITED

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766

# DIRECTORS' REPORT

**To**
**Dear Members,**
**Jumbo Finance Limited**
**(CIN: L65990MH1984PLC032766)**
**Mumbai**

Your Directors are pleased to present the 41st Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2025.

## SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

| **Particulars** | **Standalone Figures (Rs. in Lacs)** | |
|---|---|---|
| | **2024-25** | **2023-24** |
| Income from Operations and other Income | 665.29 | 167.89 |
| Less: Expenses | 171.14 | 157.73 |
| Net Profit I (Loss) before Tax | 494.15 | 10.15 |
| Less: Taxes, Prior years adjustments, Deferred tax etc. | 77.55 | (4.40) |
| Net Profit I (loss) after tax | 571.70 | 14.55 |
| Comprehensive Income / (Loss) for the year | (691.13) | 616.22 |
| Profit for the year | (119.43) | 630.76 |
| Add: Balance Bought forward | 422.74 | 411.19 |
| Less: Transfer to Statutory Reserve u/s 45IC | 0.00 | 3.00 |
| Less: Transfer to Other Comprehensive Income | (691.13) | 616.21 |
| **Balance transferred to Balance Sheet** | **(387.82)** | **422.74** |

During the year under review, your Company generated Income from Operations and other Income of 665.29 lacs as compared to Rs. 167.89 lakhs for the previous year and net profit after tax of Rs. 571.70 lakhs for the year as compared to Rs. 14.55 lakhs in the previous year.

## DIVIDEND:

During the year, your directors have not recommended any dividend for the year in order to accumulate the reserve.

## DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014. Your Company held no deposit in any form from anyone during the year 31st March, 2025, which was overdue or unclaimed by the depositors.

## TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company was not required to transfer any amount to unclaimed dividend to investor education and protection fund.

## CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the year.

## TRANSFER TO RESERVES:

No fund was transferred to General Reserve.

## BOARD OF DIRECTORS AND KMPS:

The Composition of the Board during the year under review was as per the provisions of Regulation 17(1) of listing regulation read with the Companies Act, 2013.
During the year under review, the following changes took place in the composition of the Board of Directors:

Mr. Suresh Chand Gokhroo was appointed as a **Non-Executive Independent Director** of the Company with effect from **07th May, 2024**. Further, **Mr. Kishore Singh Solanki** resigned from the position of Director with effect from **08th May, 2024**.

None of the Directors are disqualified for appointment/re-appointment under Section 164 of the Act. As required by law, this position is also reflected in the Auditors' Report.

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766

As required under Regulation 36(3) of the listing Regulations with the stock exchanges, the information on the particulars of Directors proposed for appointment/re–appointment has been given in the notice of annual general meeting.

## DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

(a) In the preparation of the annual accounts for the financial year ended 31st March, 2025 the applicable accounting standards have been followed.
(b) Directors have selected such Accounting policies applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of affairs of the corporation as at the end of 31st March, 2025 and of the profit of the Company for the year ended on that date.
(c) Director have taken Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
(d) Directors have prepared the annual accounts on a 'going concern' basis;
(e) Director have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively; and
(f) Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## DECLARATION OF INDEPENDENCE BY DIRECTORS:

The Independent Non-executive Directors of the Company, viz. Shri. Prem Chand Parakh (DIN – 07238854), Shri. Kishore Singh Solanki (DIN – 10418640), and Shri. Suresh Chand Gokhroo (DIN: 10614511) have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the listing regulations in respect of their position as an "Independent Director" of Jumbo Finance Limited. The Independent Directors of the Company have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014. The N&R Committee had adopted principles for identification of Key Managerial Personnel, Senior Management including the Executive Directors.

Further, all the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their liability to discharge their duties.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended.

The Independent Directors have confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold the highest standards of integrity.

Details of Familiarization Programme for the Independent Directors are provided separately in the Corporate Governance Report.

## BOARD EVALUATION:

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluding the director being evaluated.
The Board as a whole was evaluated on various parameters like Board Composition & Quality, Board Meetings and Procedures, adherence to the Code of Conduct etc. Based on each of the parameter, the Board of Directors formed an opinion that performance of Board as a whole has been outstanding. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a structured questionnaire was prepared. The performance Evaluation of the Independent Directors was completed. Independent Directors Meeting and Nomination and Remuneration Committee considered the performance of Non-

Independent Directors and the Committees and Board as whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The evaluation framework for assessing the performance of directors of your company comprises of contribution at meetings, strategies perspective or inputs regarding the growth and performance of your company among others.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

MEETING OF INDEPENDENT DIRECTORS:

The meeting of Independent Directors was scheduled on 30th May, 2024. All the Independent Directors were present in the meeting.

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. **Hiren Buch Associates**, **Chartered Accountants** (Firm Registration No. 116131W), were appointed as the Statutory Auditors of the Company for a period of five years at the 36th Annual General Meeting held on 30th September, 2020.

Their first term will conclude at the ensuing 41st Annual General Meeting. Based on the recommendation of the Audit Committee, the Board of Directors has proposed the re-appointment of M/s. **Hiren Buch Associates**, **Chartered Accountants**, for a second term of five consecutive years to hold office from the conclusion of the 41st Annual General Meeting till the conclusion of the 46th, Annual General Meeting subject to the approval of shareholders.

The Company has received a confirmation from M/s. **Hiren Buch Associates**, **Chartered Accountants**, that they satisfy the eligibility criteria prescribed under Section 141 of the Companies Act, 2013, and that they are not disqualified to be re-appointed as Statutory Auditors of the Company.

The Board recommends their re-appointment for approval of the shareholders at the ensuing AGM

The MCA vide its notification dated 7 May 2018 has amended Companies (Audit and Auditors) Rules 2014 by Companies (Audit and Auditors) Amendment Rules 2018, which dispense the requirement of members approval for ratification of appointment of Auditors at every Annual General Meeting.

AUDITORS REPORT:

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013.

INTERNAL AUDITORS:

The Internal and operational audit is entrusted to S. K. Lahoti & Co. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

The Audit Committee of the Board of Directors, Statutory Auditors and the Key Managerial Personnel are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

SECRETARIAL AUDITORS AND THEIR REPORT:

M/s Pankaj S. Desai, Company Secretary in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2024-25, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for financial year 2024-25 is **Annexure-A** to this Board's Report.

Further, in terms of the provisions of the Circular No. CIR/ CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India (SEBI), M/s Pankaj Trivedi & Co, Practicing Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended 31st March, 2025, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued there under by the Company.

## COMMENTS ON REMARKS/OBSERVATION/QUALIFICATION MADE BY SECREATARIRAL AUDITORS:

Mr. Pankaj S. Desai, Company Secretary in Practice, in his Secretarial Audit Report for financial year 2024-25 have drawn the attention of the management on some the non-compliances or observations, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follows:

1. The Company has a website updated with the Quarterly financial information and the quarterly shareholding pattern of required information under Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Promoters 100% shareholding in the Company is not in dematerialized form in terms of Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. As per Section 101 of Companies Act, 2013 the company is required to send the notice of AGM to its shareholders either in writing or electronic mode which is not being strictly followed by the company.
4. As per requirement of Secretarial Standard on Board meetings (SS-1), General Meetings (SS-2) and Minutes (SS-5), the maintenance & preservation of minutes of Board & General Meetings are not strictly followed.
5. The Company has designated software for SDD and it is taking additional measures with the help of IT Department to put the software into effective use.
6. The Details of the Independent Directors whether registered under the Independent Directors' Database could not be verified.
7. Regulation 47(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 indicates publishing financial results in newspapers within 48 hours of filing with stock exchange and publishes the financial results in at least one English national daily newspaper and one vernacular newspaper within 48 hours of submission to the stock exchange. However, the Company did not publish its quarterly financial results in newspapers for any of the quarters during the financial year 2024-25, as required under Regulation 47(1) of the SEBI (LODR) Regulations, 2015.
8.

## REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Internal Auditors and the Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees of Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees:
1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

## SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

During the year, there is no subsidiary, joint venture or associate of the Company.

## NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

There were no such Companies which have become or ceased to be its subsidiaries, Joint Ventures or Associate Companies during the year.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business.

Pursuant to the Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) in Form AOC-2 in **Annexure-B** to this Board's Report.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of the investments made.

Details of the Loans, Investments and Guarantee covered under the provisions of Section 186 of the Companies Act, 2013 (Act), has been given under notes forming parts of the Accounts and same will be produced for verification to the members at the registered office of the Company on their request.

## CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo Details of energy conservation and research and development activities undertaken by the Company along with the information in accordance with the provisions of Section 134 of Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, the extent as are applicable to the Company, are given in **Annexure - 'C'** to the Directors' Report.

## REPORTS ON CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

A Report on Corporate Governance along with a Certificate from M/s Pankaj S. Desai, regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3), Schedule V of SEBI (LODR) Regulations, 2015 with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report.

## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate Section forming part of the Annual Report.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken.

## RISK MANAGEMENT AND INTERNAL CONTROLS:

The Company has the risk management and internal control framework in place commensurate with the size of the Company.

However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

## PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

During the year under review, **none of the employees of the Company was in receipt of remuneration exceeding the limits prescribed under Section 197(12) of the Companies Act, 2013**, read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, no disclosure is required in this regard.

## LISTING OF SHARES:

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2024-25 and 2025-26.

## SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2025 was Rs. 4,87,68,470/- consisting of 48,76,847 Equity Shares of Rs.10/- each. During the year under review, the Company has not issued any share with differential voting rights; nor granted stock options nor sweat equity. As on March 31, 2025, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

## BUSINESS RESPONSIBILITY REPORT:

As the Company is not amongst top 500 or 1000 Companies by turnover on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

## MAINTENANCE OF COST RECORDS:

The maintenance of cost records for the services rendered by the Company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014.

## COMPLIANCE WITH SECRETARIAL STANDARDS:

The Board of Directors affirms that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

## POSTAL BALLOT:

During the year under review, **the Company has not conducted any Postal Ballot** for passing any resolution.

## ANNUAL RETURNS:

The Annual Return in Form MGT-7 for the financial year ended 31st March 2025 is available on the website of the Company at https://www.jumbofinance.co.in/investor-relations.

## CREDIT RATINGS:

During the year under review, the Company has not borrowed any money and has not raised any funds. Hence, disclosure pertaining to utilization of funds and Credit Rating is not applicable**.**

## DETAILS OF UTILISATION OF FUND:

During the year, the Company has not raised any funds through preferential allotment, right issue or qualified institutions placement, the details required to be given under Regulation 32 of the Listing Regulations is not applicable to the Company.

## CEO AND CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report.

## CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS

Certificate from secretarial auditor regarding none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as per item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, annexed to this report.

## CHANGE IN NATURE OF BUSINESS OF THE COMPANY:

There was no change in the nature of Business of the Company during the year under review.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company occurred during Financial Year 2024-25, till the date of this report. Further there was no change in the nature of business of the Company.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year there are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

## SUSPENSE ESCROW DEMAT ACCOUNT/UNCLAIMED SHARES ACCOUNT

During the year under review, **the Company has not opened any Suspense Escrow Demat Account** as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy.

During the financial year 2024-25, no cases under this mechanism were reported in the Company.

## POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2024-25, no cases in the nature of sexual harassment were reported at any workplace of the company.

## BANK AND FINANCIAL INSTITUTIONS:

Directors are thankful to their bankers for their continued support to the company.

## ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

**By Order of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Smriti Ranka** | **J. P. KHANDELWAL** |
| **(Managing Director)** | **(Director/ CFO)** |
| **DIN: 00338974** | **DIN: 00457078** |
| **Place: Mumbai** | **Place: Mumbai** |

**Date: 13/08/2025**

## ANNEXURE -A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

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

**To**
**The Members,**
**M/s. Jumbo Finance Limited**
Office n0.805, 8th floor, 'a' wing,
Corporate Avenue, Sona wala road,
Goregaon (east), Mumbai – 400063

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by M/s. Jumbo Finance Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, has 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; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2025 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;

2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;

5. The following Regulations 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, as amended;

    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (Not applicable to the Company during the Audit Period);

    (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and amendments from time to time (Not applicable to the Company during the Audit Period);

    (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);

    (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; as amended (Not applicable to the Company during the Audit period);

    (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended (Not applicable to the Company during the Audit period);

    (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, (Not applicable to the Company during the Audit Period);

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

I have also examined compliance with the applicable clauses of the following

(i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended).

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

1. The Company has a website updated with the Quarterly financial information and the quarterly shareholding pattern of required information under Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Promoters 100% shareholding in the Company is not in dematerialized form in terms of Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. As per Section 101 of Companies Act, 2013 the company is required to send the notice of AGM to its shareholders either in writing or electronic mode which is not being strictly followed by the company.

4. As per requirement of Secretarial Standard on Board meetings (SS-1), General Meetings (SS-2) and Minutes (SS-5), the maintenance & preservation of minutes of Board & General Meetings are not strictly followed.

5. The Company has designated software for SDD and it is taking additional measures with the help of IT Department to put the software into effective use.

6. The Details of the Independent Directors whether registered under the Independent Directors' Database could not be verified.

I further report that:

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

(ii) As regards the provisions of notices of board meeting, sending of agenda papers, holding of board meetings as laid down in the Act, are concerned, they are not strictly and properly followed by the company.

(iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

(iv) Majority decision is carried through, while the dissenting members' views are captured and recorded, if any as part of the minutes.

(v) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Compliance by the company of applicable Financial Laws like Direct & Indirect Tax Laws, Goods and Service Tax has not been reviewed in the audit since the same has been subject to the review by the statutory financial audit and other designated professionals.

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

- Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- Redemption/buy-back of securities.
- Merger/ amalgamation/ reconstruction etc.
- Foreign technical collaborations.

**Notes:**
1. This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part if this report.

**For Pankaj S Desai,**
**(Company Secretary in Practice)**

**UDIN: A003398G000954887**

**Sd/-**
**Pankaj S Desai**
**(Proprietor)**
**CP No. 4098**
**Place: Mumbai**
**Dated: 13.08.2025**

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## ANNEXURE-A TO THE SECRETARIAL AUDIT REPORT

**To**
**The Member,**
**Jumbo Finance Limited,**
**Mumbai**

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

**Management's Responsibility**

1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test 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 our 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 compliance of laws, rules and regulations and happenings of events etc.

5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

**Disclaimer**

6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Pankaj S Desai,**
**(Company Secretary in Practice)**
**UDIN: A003398G000954887**

**Sd/-**
**Pankaj S Desai**
**(Proprietor)**
**CP No. 4098**
**Place: Mumbai**
**Dated: 13.08.2025**

# JUMBO FINANCE LIMITED

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766

## ANNEXURE –B

## 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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. – **None**

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

| Name of Related Party and nature of transactions | Nature of contract /arrangement /transactions | Duration of the contract/ arrangement/ transactions | Salient terms of contract /arrangement /transactions, including value, if any | Date(s) of approval by the Board | Amounts paid as advance(s), if any |
|---|---|---|---|---|---|
| M/s Star Enterprises | Partnership Firm (Enterprises over which Key Management Persons have significant influence). | 2024-25 | Directors Salary, Rent Paid, Interest Paid, Loans Accepted and Loans Repaid are at arm's length basis. (For details of transactions during the year refer Note 20: Related Party Disclosures (AS - 18) of Notes to Financial Statements for the year ended 31st March, 2025.) | 30.05.2023 | - |
| M/s Bright Corporation | Partnership Firm (Enterprises over which Key Management Persons have significant influence). | 2024-25 | Directors Salary, Rent Paid, Interest Paid, Loans Accepted and Loans Repaid are at arm's length basis. (For details of transactions during the year refer Note 20: Related Party Disclosures (AS - 18) of Notes to Financial Statements for the year ended 31st March, 2025.) | 30.05.2023 | - |
| M/s. Trishul Traders Private Limited | Body Corporate (Enterprises over which Key Management Persons have significant influence). | 2024-25 | Directors Salary, Rent Paid, Interest Paid, Loans Accepted and Loans Repaid are at arm's length basis. (For details of transactions during the year refer Note 20: Related Party Disclosures (AS - 18) of Notes to Financial Statements for the year ended 31st March, 2025.) | 30.05.2025 | - |
| Modern Mediscience Pvt. Ltd. | Body Corporate (Enterprises over which Key Management Persons have significant influence). | 2024-25 | Directors Salary, Rent Paid, Interest Paid, Loans Accepted and Loans Repaid are at arm's length basis. | 30.05.2025 | - |

| | | | | | |
|---|---|---|---|---|---|
| | | | (For details of transactions during the year refer Note 20: Related Party Disclosures (AS - 18) of Notes to Financial Statements for the year ended 31st March, 2025.) | | |

* Above mentioned transactions is not material in nature; however they are still being provided here for disclosure purpose.

**By Order of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Smriti Ranka** | **J. P. Khandelwal** |
| **(Managing Director)** | **(Director)** |
| **DIN: 00338974** | **DIN: 00457078** |
| **Place: Mumbai** | **Place: Mumbai** |
| **Date: 13/08/2025** | **Date: 13/08/2025** |

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## Annexure - C

## Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo, Etc.

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 transaction under third proviso thereto.

| | |
|---|---|
| **(A) Conservation of energy** | |
| (i) The steps taken or impact on conservation of energy | The operations of your company are not energy intensive; however adequate measures have been taken to reduce energy consumption. : NA |
| (ii) The steps taken by the company for utilizing alternate sources of energy | All efforts are made to use more natural lights in office premises to optimize the consumption of energy. : NA |
| (iii) The capital investment on energy conservation equipment's | Nil |
| **(B) Technology absorption:** | |
| (i) The efforts made towards technology absorption | N.A |
| (ii) The benefits derived like product improvement, cost reduction, product development or import substitution | N.A |
| (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) | N.A |
| (iv) The expenditure incurred on research and development | Nil |
| **(C) Foreign exchange earnings and outgo.** | **Nil**<br>**The detail of the same is given in notes of accounts.** |

**By Order of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Smriti Ranka** | **J. P. Khandelwal** |
| **(Managing Director)** | **(Director)** |
| **DIN: 00338974** | **DIN: 00457078** |
| **Place: Mumbai** | **Place: Mumbai** |
| **Date: 13/08/2025** | **Date: 13/08/2025** |

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**CIN -** L65990MH1984PLC032766

# CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. The Company also believes that its systems and procedures will enhance corporate performance and maximize shareholder value in the long term

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter–Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

## RIGHTS OF THE SHAREHOLDERS:

The Company believes in protecting the rights of the shareholders. It ensures adequate and timely disclosure of all information to the shareholders in compliance with the applicable laws. Shareholders are furnished with sufficient and timely information concerning the general meetings, issues to be discussed thereat and rules regarding holding and conducting the general meetings. All shareholders are treated equitably.

## ROLE OF THE STAKEHOLDERS:

The Company recognizes the rights of the stakeholders who are provided opportunity to obtain effective redressal for violation of their rights. Keeping the same in view, the Company has laid down an effective whistle blower policy enabling stakeholders, including employees to freely communicate their concerns about illegal or unethical practices.

## BOARD OF DIRECTORS:

The Board of Directors of the Company is entrusted with the implementation of the activities of the Company in an effective and efficient manner as well as it is bestowed with the ultimate responsibility of the Management. The Board of Directors of the Company, being at the core of its Corporate Governance Practice, have the ultimate responsibility for the management, direction, performance, long-term success of the business as a whole and protection of the interests of all its stakeholders.

The Board of the Company consists of a mix of Executive as well as Non-Executive Directors with women directors present on its Board and 50% of the Board Members consisting of Independent Directors. The composition of the Board is in conformity with Regulation 17 and Regulation 17A of the Listing Regulations read with Section 149 of the Act. The composition of the Board satisfies the requirements of Regulation 17 of the Listing Regulations read with Schedule II Part A and Section 149 of the Act.

As on 31st March, 2025, the Company's Board of Directors comprised of 5 (five) Directors of which Managing Director & CFO as Executive Director and 3 (Three) Non-Executive Directors out of which 2 (Two) are Independent Directors.

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The Board has received confirmation from the Non- Executive and Independent Directors that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act"). In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public listed companies as on March 31, 2025 are given below.

COMPOSITION OF BOARD AS ON 31st March, 2025

| Sr. No. | Name of Directors | Designation | No. of Other Directorship | No. of equity shares held in Co. | Member/ Chairperson of the committee(s) | |
|---|---|---|---|---|---|---|
| | | | | | Member | Chairman |
| 1 | Smriti Ranka (DIN: 00338974) | MD & Chairman | 9 | 1,67,596 | - | - |
| 2 | J. P. Khandelwal (DIN:00457078) | Executive Director & CFO | 8 | - | 3 | - |
| 3 | Prem Chand Parakh (DIN: 07238854) | Non-Executive & ID | 1 | - | - | 3 |
| 4 | Aditi Ranka (DIN: 08071428) | Non-Executive & ID | 3 | - | 0 | 0 |
| 5 | Suresh Chand Gokhroo (DIN: 10614511) | Independent Director | 1 | - | 3 | - |

Positions in only the Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.

None of the Non-Executive Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.

- ✓ None of the Directors hold directorships in more than twenty Companies of which Directorship in Public Companies does not exceed ten in line with the provisions of Section 165 of the Act.
- ✓ None of the Directors hold membership of more than ten Committees of Board, nor, is a Chairman of more than five Committees across Board of all listed entities.
- ✓ No Director holds Directorship in more than seven listed entities.
- ✓ None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under the Listing Regulations.
- ✓ None of the Director has been appointed as an Alternate Director for Independent Director.
- ✓ The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1)(b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- ✓ The Committee Membership and Chairmanship above excludes Membership and Chairmanship in Private Companies, Foreign Companies and Section 8 Companies.
- ✓ None of the Independent Directors are related with each other.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Jumbo Finance Limited is as under:-

**Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

**Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

The Chairman Managing Director:

Smt. Smriti Ranka is the Chairman and Managing Director of the Company. His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company`s strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

**Non-Executive Directors (including Independent Directors)** play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

Disclosure of relationships between Directors inter-se:

None of the Independent Directors are related with each other. Smt. Smriti Ranka and Mrs. Aditi Ranka are sharing relationship of Mother and Daughter-in-law.

Board Diversity:

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed a policy for Board Diversity which lays down the criteria for appointment of Directors on the Board of your Company and guides organization's approach to Board Diversity. Your Company believes that Board diversity basis the gender, race, age will help build diversity of thought and will set the tone at the top. A mix of individuals representing different geographies, culture, industry experience, qualification and skill set will bring in different perspectives and help the organization grow.

Number of Shares and Convertible Instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds any shareholding in the Company.

BOARD MEETINGS:

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

During the financial year 2024-25, 4 (Four) Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days.

The Board Meetings were held on 30.05.2024, 13.08.2024, 14.11.2024, and 13.02.2025.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

| Name of the Directors | No. of Board Meetings held | Entitlement to attend | No. of Board Meetings attended | Whether last AGM attended |
|---|---|---|---|---|
| Smriti Ranka | 4 | 4 | 4 | Yes |
| J. P. Khandelwal | 4 | 4 | 4 | Yes |
| Prem Chand Parakh | 4 | 4 | 4 | Yes |
| Aditi Ranka | 4 | 4 | 4 | Yes |
| Suresh Chand Gokhroo | 4 | 4 | 4 | Yes |

**EVALUATION OF INDEPENDENT DIRECTORS AND BOARDS PERFORMANCE**

The Board evaluated each of Independent Directors participation in the Board and their experience and expertise contributes to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.

**BOARD INDEPENDENCE**

The Non-Executive Independent Directors fulfill the conditions of Independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed Company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

**CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS**

Independent Directors play a significant role in the governance processes of the Board. By virtue of their varied expertise and experience, they enrich the Board's decision-making and prevent possible conflicts of interest that may emerge in such decision-making and safeguards the interests of all stakeholders, particularly the minority shareholders. The appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the Listing Regulations.

The Nomination & Remuneration Committee identifies candidates based on certain laid down criteria and takes into consideration the need for diversity of the Board and accordingly makes its recommendations to the Board.

The Board of Directors of the Company also confirms that all the Independent Directors of the Company have complied with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors. The Independent Directors of the Company fully meet the requirements laid down under Regulation 17 of the Listing Regulations as amended from time to time. None of the Independent Director serves as Independent Director in more than 7 listed companies. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2025 have been made by the Directors.

**TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS**

Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. Formal Letter of appointment has been given to Independent Directors at the time of their appointment / reappointment.

**DECLARATION BY THE BOARD**

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1) (b) of the Listing Regulations read with Section 149(6) of the Act. Also, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. In the opinion of the Board, all the Independent Directors fulfill the criteria relating to their independence as specified in the Listing Regulations and the Act and are independent of the Management. The maximum tenure of the Independent Directors is in compliance with the provisions of the Listing Regulations and the Act. No Independent Director of the Company has resigned or was appointed during the financial year under review.

Further, all the Independent Directors of the Company have affirmed compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors as required under Notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs in this regard.

**SEPARATE MEETING OF INDEPENDENT DIRECTOR**

As stipulated in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 30th May, 2025 without the attendance of Executive Directors and members of Management and all Independent Directors attended the meeting. At the Meeting, they:

- Reviewed the performance of non-independent directors and the Board of Directors as a whole;
- Reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and Non-executive Directors.
- Assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

**FAMILIARIZATION PROGRAM**

The Company has taken up the initiative to 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.

**INFORMATION PLACED BEFORE THE BOARD**

The Company provides the information as set out in Regulation 17 read with Part "A" of Schedule II of Listing Regulations and such other information as required to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

**ROLES, RESPONSIBILITIES AND DUTIES OF THE BOARD**

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

**POST MEETING MECHANISM**

The important decisions taken at the Board/Committee meetings are communicated to the concerned department/s and/or division.

**BOARD DIVERSITY POLICY**

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

**DETAILS OF APPOINTMENT AND RE-APPOINTMENT OF DIRECTOR**

Details of re-appointment of Directors to be made at the ensuing 41st Annual General Meeting is available in explanatory part of Notice of 41st AGM as forming part of this report.

**CODE OF CONDUCT**

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the general principles designed to guide all directors and members of the senior management in making ethical decisions. All the Directors and members of the senior management have confirmed their adherence to the provisions of the said code.

**SKILL/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS**

The Board comprises qualified members who bring in the required skill, competence and expertise that allow them to make effective contribution to the Board and its Committees. The table below summarizes the list of core skills/expertise/competencies identified by the Board of Directors desired in the context of the business(es) and sector(s) of the Company for it to function effectively and those actually available with the Board:

| Skill area | Description | No. of Directors having particular skills |
|---|---|---|
| Financials | Knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System | 4 |
| Leadership and Strategic Planning | Ability to understand organization, processes, strategic planning and risk management, experience in developing talent, succession planning and driving change and long term growth. | 5 |
| Legal and Governance | Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework. | 5 |
| Corporate Governance | Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability building long-term effective stakeholder engagements and driving corporate ethics and values. | 5 |

**COMMITTEES OF THE BOARD AS ON 31.03.2025:**

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. For better Corporate governance mechanism & robust flow of information between Executive and Independent Directors of the Company It has decided by the Board that only Independent Directors of the Board Member shall become a member of Board Committee/s and Chairman of such Committee/s.

The Company has following Committees of the Board namely Audit committee, Nomination and Remuneration committee, Stakeholder's Relationship Committee which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities. The Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

The terms of reference for each committee have been clearly defined by the Board. The minutes of the meetings and the recommendation, if any, of the committees are submitted to the Board for their consideration and approval.

The Company has following Committees of Board of the Board.

**Committees Constituted**

**Audit Committee**
Shri. Prem Chand Parakh (Chairman)
Shri. J. P. Khandelwal (Member)
Shri. Suresh Chand Gokhroo (Member)

**Nomination & Remuneration Committee**
Shri. Prem Chand Parakh (Chairman)
Shri. J. P. Khandelwal (Member)
Shri. Suresh Chand Gokhroo (Member)

**Stakeholder & Investor Grievance Committee**
Shri. Prem Chand Parakh (Chairman)
Shri. J. P. Khandelwal (Member)
Shri. Suresh Chand Gokhroo (Member)

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulation with the Stock Exchanges. The terms of reference of the Audit Committee includes the following:

**SCOPE AND FUNCTION:**

**The Broad terms of reference of the Audit Committee, inter alia, include:**

The terms of reference of the Committee are aligned with the terms of reference provided under Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations PART C of Schedule II of the Listing Regulations. Viz:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   (a) 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;
   (b) changes, if any, in accounting policies and practices and reasons for the same;
   (c) major accounting entries involving estimates based on the exercise of judgment by management;
   (d) significant adjustments made in the financial statements arising out of audit findings;
   (e) compliance with listing and other legal requirements relating to financial statements;
   (f) disclosure of any related party transactions;
   (g) modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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 utilization of proceeds of a [public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766


18. case of non-payment of declared dividends) and creditors;
19. To review the functioning of the whistle blower mechanism;
20. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
22. Reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

**The audit committee shall mandatorily review the following information:**

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. Statement of deviations:
   (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

**COMPOSITION**

| Name of the Directors and Designation | No. of Meetings held | Entitlement to attend | No. of Meetings attended |
|---|---|---|---|
| Prem Chand Parakh- Chairman | 4 | 4 | 4 |
| Jagdish Prasad Khandelwal- Member | 4 | 4 | 4 |
| Suresh Chand Gokhroo - Member | 4 | 4 | 4 |

Total (4) Four Audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: The Board Meetings were held on 30.05.2024, 13.08.2024, 14.11.2024 and 13.02.2025. The necessary quorum was present for all the meetings.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE AT GLANCE:**

**TERMS OF REFERENCE:**

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholder Relationship Committee. The terms of reference of this Committee include as laid down under the provisions of Section 178 of the Act and Regulation 20(4) read with Schedule II Part D Para B of the Listing Regulations.

1. Resolving the grievances of the security-holders of the listed entity, including complaints related to transfer / transmission of Shares, non-receipt of Annual Report, non-receipt of declared Dividends, issue of new / Duplicate Certificates, General Meetings etc.
2. Review of measures taken for effective exercise of voting rights by Shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of Unclaimed Dividends and ensuring timely receipt of Dividend Warrants / Annual Reports / statutory notices by the Shareholders of the Company.
5. All other matters incidental or related to shares of the Company.

The Stakeholders' Relationship Committee met 4 (Four) times during the financial year on 30.05.2024, 13.08.2024, 14.11.2024 and 13.02.2025. The necessary quorum was present for all the meetings. The Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

**COMPOSITION**

| Name of the Directors and Designation | No. of Meetings held | Entitlement to attend | No. of Meetings attended |
|---|---|---|---|
| Prem Chand Parakh- Chairman | 4 | 4 | 4 |
| Jagdish Prasad Khandelwal- Member | 4 | 4 | 4 |
| Suresh Chand Gokhroo - Member | 4 | 4 | 4 |

**Details of investor complaints received and redressed during the year 2024-25 are as follows:**

| Opening Balance | Received during the year | Resolved during the year | Closing Balance |
|---|---|---|---|
| 0 | 0 | 0 | 0 |

**NOMINATION AND REMUNERATION COMMITTEE AT GLANCE:**

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The composition of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Part D of Schedule II of the Listing Regulations and Regulation 19 of the Listing Regulations.

Nomination and Remuneration Committee, inter alia, recommends the appointment and remuneration payable to Executive Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP") of the Company. The role of the Nomination and Remuneration Committee includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
2. For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. Devising a policy on diversity of Board of Directors;
5. 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 of Directors, their appointment and removal.
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
7. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

**COMPOSITION**

| Name of the Directors and Designation | No. of Meetings held | Entitlement to attend | No. of Meetings attended |
|---|---|---|---|
| Prem Chand Parakh- Chairman | 4 | 4 | 4 |
| Jagdish Prasad Khandelwal- Member | 4 | 4 | 4 |
| Suresh Chand Gokhroo - Member | 4 | 4 | 4 |

The Nomination and Remuneration met 4 time during the financial year i.e. 23.05.2023, 14.08.2023, 10.11.2023 and 14.02.2024. The necessary quorum was present for all the meetings. The Company Secretary and Compliance officer of the Company acts as Secretary to the Committee.

**REMUNERATION PAID TO DIRECTORS AND KMPS DURING THE PERIOD ENDED 31ST MARCH, 2025:**

| Name of Directors | Salary | Commission | Sitting Fees | Contribution to Various Funds | Total |
|---|---|---|---|---|---|
| Shri. J. P. Khandelwal | 908333/- | - | - | - | **908333/-** |
| Smt. Smriti Ranka | 87,00,000/- | - | - | - | **87,00,000/-** |
| Aditi Ranka | - | - | - | - | - |

| | | | | | |
|---|---|---|---|---|---|
| Prem Chand Parakh | - | - | - | - | **-** |
| Suresh Chand Gokhroo | - | - | - | - | **-** |
| Mrs.Krishna Tela | 1,56,000/- | - | - | - | **1,56,000/-** |

**Performance linked incentive criteria**

Performance Linked Incentive is based on achievements against pre-agreed targets.

**Employee Stock Option Scheme**

The Company does not have any stock option scheme.

**Payment to Non-Executive Directors**

Non-Executive directors are paid in the form of sitting fees for attending the Board and Committee Meetings as fixed by the Board of Directors from time to time subject to the limits prescribed under the Companies Act, 2013. Under the Companies Act, 2013, Section 197 allows a Company to pay remuneration to its Non- Executive Directors for services rendered by any such Director if:

a. The services rendered are of Professional nature;
b. In the opinion of Nomination and Remuneration Committee, the Director possesses the requisite qualification for the practice of the profession.
c. The Non-Executive Directors of the Company do not draw any remuneration from the Company other than sitting fees for attending Board and Committee meetings (includes only Audit Committee & Nomination and Remuneration Committee Meetings).

**PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 178(2) of the Act read with Regulation 17(10) of the Listing Regulations, the Board of Directors of the Company has evaluated the performance of each Independent Director and fulfillment of the independence criteria as specified in the Listing Regulations and their independence from the management. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

a. Attendance and contribution at Board and committee meetings and application of his/her expertise, leadership qualities and knowledge to give overall strategic direction for enhancing the shareholders' value.
b. Review of risk assessment and risk mitigation.
c. His / her ability to monitor the performance of the management and satisfy himself/herself with integrity of the financial controls and systems in place, etc.
d. Review of financial statements, business performance and contribution to enhance the brand image of the Company.

**RISK MANAGEMENT COMMITTEE:**

The provisions of Regulations 21 of the Listing Regulations are not applicable to the Company.

**DISCLOSURES:**

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.

**LISTING FEES AND CUSTODIAN FEES:**

The Company's Shares are listed on Bombay Stock Exchange; the Company has paid the Listing Fees for F.Y. 2024-25 and 20256-26. The Company has also paid necessary custodian fees to the CDSL and NSDL.

**DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Associates Company and Joint Venture.

**DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A) OF THE LISTING REGULATIONS:**

During the financial year 2024-25, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.

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**PREVENTION OF INSIDER TRADING:**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

**RELATED PARTY TRANSACTIONS & MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company. The requisite details under Form AOC-2 in Annexure - B have been provided elsewhere in this Report. Suitable disclosure as required by the Accounting Standard (Ind-AS 24) has been made in the notes to the Financial Statements.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. The Audit Committee and the Board consider periodically the statement of related party transactions in detail together with the basis at their meetings and grant their approval. However, these transactions are not likely to have any conflict with the interest of the Company and are not materially significant.

The Policy on materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the website of the Company and is accessible at the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

**CFO CERTIFICATION:**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

**WHISTLE-BLOWER POLICY / VIGIL MECHANISM AND AFFIRMATION THAT NO PERSON HAS BEEN DENIED ACCESS TO THE AUDIT COMMITTEE:**

The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director or employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2024-25, no director or employee was denied access to the Audit Committee.

**DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to provide all its employees an environment free of gender based discrimination. In furtherance of this commitment, the Company strives to provide all its employees with equal opportunity and conditions of employment, free from gender based coercion, intimidation or exploitation. The Company is dedicated to ensure enactment, observance and adherence to guidelines and best practices that prevent and prosecute commission of acts of sexual harassment.

a. Number of complaints brought forward from the financial year 2023-24 - NIL
b. Number of complaints filed during the financial year 2024-25 - NIL
c. Number of complaints disposed of during the financial year 2024-25 - NIL
d. Number of complaints pending as on end of the financial year 2024-25 - NIL

**MANAGEMENT DISCLOSURES:**

The Senior Management personnel have made disclosures to the Board relating to all material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transactions during the year.

**DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENT UNDER THIS CLAUSE**

The Company has complied with all the mandatory requirements of Regulation 27 and Schedule V of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of the Listing Regulations to the extent possible: The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance

**CERTIFICATE FROM PRACTISING COMPANY SECRETARY:**

A certificate received from M/s. Pankaj S. Desai Company Secretaries in Practice, Mumbai is attached in this report stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

**RECOMMENDATIONS BY THE COMMITTEES:**

The Board has accepted all recommendations made by its Committees during the financial year under review.

**DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE:**

The Company has complied with the Regulations 17 to 20, 22 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations during the financial year 2023-24, whenever applicable. Regulation 21 of the Listing Regulations was not applicable to the Company.

**DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS / COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:** Not Applicable

**COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:**

During the financial year 2024-25, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of the Listing Regulations.

**DISCLOSURE OF ACCOUNTING TREATMENT:**

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind As) issued by the Institute of Chartered Accountants of India to the extent applicable.

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS:**

The Company has obtained a Certificate from the Statutory Auditors regarding Compliance of Corporate Governance as stipulated in Schedule V of Listing Regulations, which is annexed herewith and forming part of Annual Report.

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT (FORMERLY KNOWN AS SECRETARIAL AUDIT REPORT) AND CERTIFICATE OF COMPLIANCE WITH REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The SEBI vide Circular No. CIR/MRD/DP/30/2010 dated 6th September, 2010 has modified the terminology of Secretarial Audit, as Reconciliation of Share Capital Audit. A qualified Practicing Company Secretary has carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and total issued and listed capital. The Reconciliation of Share Capital Audit (formerly known as Secretarial Audit Report) confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL. The audit is carried out by M/s. Pankaj S. Desai, Practicing Company Secretaries every quarter and report thereon is submitted to the Stock Exchanges along with yearly Compliance Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and placed before the Board of Directors.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES):**

The Company does not have any of its securities lying in Demat / unclaimed suspense account arising out of public / bonus / right issues as at 31st March, 2025. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**MANAGING DIRECTORS DECLARATION ON CODE OF CONDUCT AND ETHICS:**

The Board of Directors of the Company has laid down Code of Conduct and Ethics (The Code) for the Company's Directors and Senior Executives. All the Directors and the Senior Executives covered by the code have affirmed compliance with the code on an annual basis.

**DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:**

Information required under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations : No agreements are entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or subsidiary company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

**PARTICULARS OF STAUTORY AUDITOR:**

Total fees for financial Year 2024-25, for all services as mentioned below, was paid by the Company to the Statutory Auditor, Internal Auditor and all entities in the network firm/network entity of which the statutory auditor / Internal Auditor is a part.

| PAYMENT TO AUDITORS | Amount in Rs. |
|---|---|
| Statutory and Tax Audit Fees | 70,600/- |
| Internal Auditor Fees | 5,000/- |
| Other Fees | - |
| **Total** | **75,600/-** |

Total fees for all services paid by the Company to the statutory auditor are provided in the Notes to Standalone Financial Statements forming part of this Annual Report. The Statutory Auditors have not provided any services to the subsidiaries of the Company.

**GENERAL BODY MEETING:**

(i) Location, date and time of the Annual General Meetings held during the last three years held during the last year are given below:

| Financial Year | Type of Meeting | Location | Meeting Date and Time |
|---|---|---|---|
| 2023-2024 | 40th AGM | Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai - 400063 | 30/09/2024 11.00 a.m. |
| 2022-2023 | 39th AGM | Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai - 400063 | 30/09/2023 11.00 a.m. |
| 2021-2022 | 38th AGM | Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai - 400063 | 30/09/2022 11.00 a.m. |

(ii) No Extra Ordinary General Meeting was held during the year.

(iii) Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT): **Not applicable**

**SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:**

| | |
|---|---|
| 40th AGM | 1. To increase the overall managerial remuneration and in this regard |
| 39th AGM | None |
| 38th AGM | None |

Apart from the above, no other Special Resolutions were being passed in any of last three Annual General Meetings of the Company.

**GENERAL INFORMATION FOR MEMBERS**

**A. 41ST ANNUAL GENERAL MEETING**

| Day & Date | Time | Venue |
|---|---|---|
| Saturday, 30th September, 2025 | 03.00 p.m. | Office No.805, 8thFloor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai - 400063 |

**B. Financial Calendar (2024-25)**

| Particulars | Period |
|---|---|
| Financial Year | April 1, 2024 to March 31, 2025 |

| **For consideration of Unaudited/Audited Financial Results** | |
|---|---|
| Results for quarter ending June 30, 2024 | On or before August 14, 2024 |
| Results for quarter ending September 30, 2024 | On or before November 14, 2024 |
| Results for quarter ending December 31, 2024 | On or before February 14, 2025 |
| Results for quarter ending March 31, 2025 | On or before May 30, 2025 |
| AGM for the year ending March 31, 2025 | On or before September 30, 2025 |

**C. Book Closure Date**

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 23.09.2025 to 30.09.2025 (Both days inclusive)

**D. Share Transfer System**

Share transfers in physical form are processed by the Registrar and Transfer Agents, Bigshare Services Private Limited and are approved by the Stakeholders Relationship Committee of the Company or the authorized signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.

E. **Dividend Payment Date:** Not Applicable.

F. a. Listing of Equity Shares: Bombay Stock Exchange
b. Listing fee is paid to the Bombay stock exchange Limited.

G. a. BSE Script Code: **511060**
b. Demat ISIN Numbers in NSDL & CDSL **INE122N01017**for Equity Shares.

H. **Dematerialization of Shares**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Percentages of Shares held in physical and dematerialized form as on 31st March, 2025 are as follows:

| Mode | No. of Shares | % Shares |
|---|---|---|
| Physical Form | 45,88,197 | 94.08% |
| With NSDL | 2,88,650 | 05.92% |
| With CDSL | 0 | 0% |
| **Total** | **48,76,847** | **100%** |

I. **Trading of Securities:**

The securities of the Company were not suspended from trading during the Financial Year 2024-2025.

**J. Shareholding Pattern Of The Company As On 31st March, 2025**

| Category | No. of Shares held | % of Shareholding |
|---|---|---|
| **A. Promoter's Holding** | | |
| **1. Promoters** | | |
| - Indian Promoters | 2,94,546 | 6.04% |
| - Foreign Promoters | 0 | 0.00% |
| **2. Persons acting in concert** | 0 | 0.00% |
| **Sub – Total** | 2,94,546 | 6.04% |
| **B. Non-Promoter's Holding** | | |
| **3. Institutional Investors** | 0 | 0.00% |
| a) Mutual Funds and UTI | 0 | 0.00% |
| b) Banks, Financial Institutions, Insurance Cos. | 0 | 0.00% |
| c) Central/State Govt. Institutions / Non-Government Institutions) | 0 | 0.00% |
| **C. FII's** | | |
| **Sub – Total** | **0** | **0.00%** |
| **4. Others** | | |
| a) Private Corporate Bodies | 16,500 | 0.34% |
| b) Indian Public & Huf | 45,65,801 | 93.62% |
| c) NRI's | 0 | 0.00% |
| d) OCB's | 0 | 0.00% |

| | | |
|---|---|---|
| e) Clearing member | 0 | 0.00% |
| f) Unclaimed or Suspense or Escrow Account | 0 | 0.00% |
| **Sub-Total** | **45,82,301** | **93.96%** |
| **Grand Total** | **48,76,847** | **100.00%** |

K. **Distribution of shareholding as on 31st March, 2025**

| No. of Shares held | No. of Shareholders | % to total Numbers | Share or Debenture Held | % to Holding |
|---|---|---|---|---|
| Up to 500 | 114 | 60.32 | 5950 | 0.12 |
| 501 – 1000 | 3 | 1.59 | 2600 | 0.05 |
| 1001 – 2000 | 0 | 0.00 | 0.00 | 0.00 |
| 2001 – 3000 | 0 | 0.00 | 0.00 | 0.00 |
| 3001 – 4000 | 0 | 0.00 | 0 | 0.00 |
| 4001 – 5000 | 1 | 0.53 | 4800 | 0.10 |
| 5001 – 10000 | 20 | 10.58 | 138296 | 2.84 |
| 10,001 and above | 51 | 26.98 | 4725201 | 96.89 |
| **TOTAL** | **189** | **100.00** | **4876847** | **100.00** |

**CONVERTIBLE INSTRUMENTS**

The Company has not issued any Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / warrants or any convertible instrument, which are likely to have impact on the Company's Equity.

**DETAILS OF CREDIT RATING OBTAINED BY THE ENTITY ALONG WITH REVISIONS (IF ANY)**

The Company has not obtained any Ratings from any Credit Rating Agencies during the Financial Year 2024-2025.

**SHARE CAPITAL AUDIT**

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

**SHARE TRANSFER / TRANSMISSION SYSTEM & PROCESS**

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

**Company's Website -** The Financial Results was also displayed on the Company's website https://www.jumbofinance.co.in/investor-relations/jumbo-finance-invstor-relations.htm The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

**Annual Report-** Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

Address for Correspondence:

Registrar & Transfer Agents OR
M/s. Skyline Financial Services Private Limited.
A /505, Dattani Plaza, Andheri Kurla
Road, Safeed Pool, Mumbai-400072,
Email id: Pravin.cm@skylinerta.com

The Company At
Office No. 805, 8th Floor, 'A' Wing,
Corporate Avenue, Sonawala Road,
Goregaon (East), Mumbai- 400063.

**By Order of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Smriti Ranka** | **J. P. Khandelwal** |
| **(Managing Director)** | **(Director)** |
| **DIN: 00338974** | **DIN: 00457078** |
| **Place: Mumbai** | **Place: Mumbai** |
| **Date: 13/08/2025** | **Date: 13/08/2025** |

## CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

**To,**
**The Members of**
**Jumbo Finance Limited**
**Mumbai**

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

This certificate is issued in accordance with the terms of our engagement with Jumbo Finance Limited (the 'Company').

I have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')

**MANAGEMENT'S RESPONSIBILITY**

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

**AUDITOR'S RESPONSIBILITY**

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

**OPINION**

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2025.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s. Hiren Buch Associates**
**Chartered Accountants**
**(FRN: 116131W)**

**Sd/-**
**(Chandrakant Kotian)**
**(Partner)**
**(Mem No. 046514)**
**Place: Mumbai**
**Dated: 13th August, 2025**

# CFO CERTIFICATION

## Compliance Certificate under Regulation 17(8) of SEBI (LODR) Regulation, 2015

The Board of Directors

M/s. Jumbo Finance Limited,

We have reviewed the financial statements and the cash flow statement of Jumbo Finance Limited for the financial year 2024-25 and certify that:

These statements to the best of our knowledge and belief:

- Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading.
- Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- We have also indicated to the Auditors and the Audit Committee, Significant changes in Internal Controls with respect to financial reporting during the year. Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or of employees.

**For and on behalf of the Board**

**Sd/-**
**J.P.Khandelwal**
**(CFO - 07590581)**
**Place: Mumbai**
**Date: 13.08.2025**

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766


## CERTIFICATE FOR ADHERENCE TO THE CODE OF CONDUCT (PURSUANT TO REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015]

Declaration by the Director

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the listing agreement with the stock exchange, I hereby confirm that, all the Directors and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31 2025.

**For and on behalf of the Board**

**Sd/-**
**Smriti Ranka**
**(Managing Director)**
**DIN: 00338974**
**Place: Mumbai**
**Date: 13/08/2025**

# JUMBO FINANCE LIMITED

**Registered Office**: Office No.805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai – 400063 **Tel:** 022-26856703 **Fax:** 022-26856703
**E-mail:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in
**CIN -** L65990MH1984PLC032766


## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

**To,**
**The Members**
**Jumbo Finance Limited**
Office No.805, 8th Floor, 'A' Wing, Corporate Avenue,
Sonawala Road, Goregaon (East), Mumbai - 400063

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Jumbo Finance Limited having CIN L65990MH1984PLC032766 and having registered office at Office No. 805, 8th Floor, 'A' Wing Corporate Avenue, Sonawala Road, Goregao,n (East),NA,Mumbai,Maharashtra, India,400063 and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| Sr. No. | DIN | Name of Director(s) | Date of Appointment in Company |
|---|---|---|---|
| 1 | 00338974 | Mrs. Smriti Ranka | 20/12/2000 |
| 2 | 00457078 | Mr. Jagdish Prasad Khandelwal | 01/01/2009 |
| 3 | 07238854 | Mr. Prem Chand Parakh | 13/08/2015 |
| 5 | 08071428 | Ms. Aditi Ranka | 26/02/2018 |
| 6 | 09483787 | Suresh Chand Gokhroo | 07/05/2024 |

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

**For Pankaj S. Desai,**
**(Practicing Company Secretary)**
**UDIN: A003398G000954920**

**Sd/-**
**Pankaj S. Desai**
**CP No. 4098**
**Place: Mumbai**
**Dated: 13.08.2025**

Partners :
Hiren Buch FCA
Kailashnath Chaturvedi FCA
Sandeep Chaturvedi FCA
Chandrakant Kotian FCA
Sudesh Shetty FCA
Ronak Kothari ACA



CA INDIA

# Hiren Buch Associates

## Chartered Accountants

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF **JUMBO FINANCE LIMITED**
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying financial statements of **Jumbo Finance Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its Loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matters

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



HO : 306, Raji Commercial P.L. Lokhande Marg,Chembur, Mumbai - 400 089,Tel.: 9987736253,E-mail:hirenbuch01@gmail.com
Sub off: A-701,Shreejis Paradise, Jai Bhavani Mata Road,Amboli, Andheri (W), Mumbai - 4000 058

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is 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

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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

**Report on Other Legal and Regulatory Requirements**

1. A. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f)

A. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

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

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

3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

4) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

5) Based on our examination which included test checks, the company has used accounting software for maintaining its books of accounts, which does not has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software.

As proviso to the rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Hiren Buch Associates**
Chartered Accountant
FRN: 116131W

**Chandrakant Kotian**
Partner
M.No:046514
UDIN: 25046514BMUKQQ5480

Date: 29th May 2025
Place: Mumbai

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **JUMBO FINANCE LIMITED** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls over financial reporting of **Jumbo Finance Limited** (the "Company") as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). 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.

**Auditor's Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the criteria for internal financial control over financial reporting 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 ICAI.

**For Hiren Buch Associates**
Chartered Accountant
FRN: 116131W

**Chandrakant Kotian**
Partner
M.No:046514
UDIN: 25046514BMUKQQ5480

Date: 29th May 2025
Place: Mumbai

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT** (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **JUMBO FINANCE LIMITED** of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. The Company does not have any Fixed assets accordingly clause 3(i) of the said order is not applicable.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company is registered NBFC company having principal business to give loan hence this clause of the order is not applicable to the Company.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantee and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2025 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

| Nature of the statute | Nature of dues | Forum where the dispute is pending | Period to which the amount relates | Amount |
|---|---|---|---|---|
| NA | NA | NA | NA | NA |

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

b. During the year, the Company has not made any preferential allotment of shares and the company has not issued any convertible debentures (fully or partly or optionally), Hence reporting under clause 3(x)(b) of the order is not applicable.

xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

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

c. As per Management Representation the has not received any whistle blower complaints during the year and hence clause 3(xi)(c) is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) In our opinion the company is not required to appoint internal auditor according to Section 138(1) of companies Act, 2013. Hence, reporting under Clause 3(xiv)(b) is not applicable.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) The Company is the registered NBFC Company under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly clause

(b) of the order is not applicable to the Company.

(c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year

xviii. There has been no resignation of the statutory auditors of the Company during the year.

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

xix. As per section 135 of the Companies Act 2013, the company is not liable to contribution toward CSR, accordingly clause 3(xx)(a)(b) of the order is not applicable to the Company.

xx. The reporting under clause 3(xxi) is not applicable in respect of audit of Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Hiren Buch Associates**
Chartered Accountant
FRN: 116131W

**Chandrakant Kotian**
Partner
M.No:046514
UDIN: 25046514BMUKQQ5480

Date: 29th May 2025
Place: Mumbai

**JUMBO FINANCE LIMITED**

**BALANCE SHEET AS AT 31ST MARCH , 2025**

(☐ in lacs)

| | | Notes | As at 31-03-2025 ☐ | As at 31-03-2024 ☐ |
|---|---|---|---|---|
| **A** | **ASSETS** | | | |
| | **1 Financial Assets** | | | |
| | Cash and Cash Equivalent | 2 | 3.22 | 17.23 |
| | Loans | 3 | 784.54 | 662.76 |
| | Investments | 4 | 1,296.75 | 1,810.87 |
| | Other Financial Assets | 5 | 85.87 | 16.86 |
| | Sub Total Financial Assets | | 2,170.37 | 2,507.73 |
| | **2 Non Financial Assets** | | | |
| | Current Tax Assets-Net | 5 | 49.29 | 13.14 |
| | Deferred tax Assets | 6 | 79.47 | 0.20 |
| | Property-Plant & Equipment | 7 | 0.00 | 0.00 |
| | Other Non Financial Assets | 8 | 2.23 | 2.23 |
| | Sub Total Non Financial Assets | | 130.99 | 15.57 |
| | **Total Assets** | | **2,301.37** | **2,523.30** |
| **B** | **LIABILITIES AND EQUITY** | | | |
| | **I LIABLITIES** | | | |
| | **1 Financial Liablities** | | | |
| | Borrowings | 9 | 394.61 | 511.02 |
| | Other financial Liablities | 10 | 70.15 | 61.72 |
| | Sub Total Financial Liablities | | 464.76 | 572.75 |
| | **2 Non Financial Liablities** | | | |
| | Provisions | 11 | 2.07 | 1.66 |
| | Other Non Financial Liablities | 12 | 6.64 | 1.56 |
| | Sub Total Non Financial Liablities | | 8.71 | 3.22 |
| | Total Liablities | | **473.47** | **575.97** |
| | **II EQUITY** | | | |
| | Share Capital | 13 | 487.68 | 487.68 |
| | Other Equity | 14 | 1,340.21 | 1,459.64 |
| | Total Equity | | **1,827.90** | 1,947.33 |
| | **Total Liablities and Equity** | | **2,301.37** | **2,523.30** |

Significant Accounting Policies 1
The accompanying notes are an integral part of the Financial Statements

| As per our report of even date attached | For and on behalf of the Board | |
|---|---|---|
| For and on behalf of | | |
| **HIREN BUCH ASSOCIATES** | Smriti Ranka | |
| Chartered Accountants | (DIN-00338974) | Managing Director |
| Firm Regn. No. 116131W | | |
| | Aditi Ranka | |
| | (DIN-08071428) | Director |
| **Chandrakant Kotian** | J.P.Khandelwal | |
| Partner | (DIN-00457078) | Director cum CFO |
| Membership No. 046514 | | |
| **Place: Mumbai** | Krishna Tela | |
| **Date:** | (Membership no.-19780) | Company Secretary |

**JUMBO FINANCE LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH , 2025**

(☐ in lacs)

| | | Notes | Year ended 31-03-2025 ☐ | Year ended 31-03-2024 ☐ |
|---|---|---|---|---|
| I | **Revenue from Operations** | | | |
| | Interest Income On Loan | 15 | 102.14 | 83.23 |
| | **Total Revnue from Operations** | | 102.14 | 83.23 |
| II | **Other Income** | 16 | 563.15 | 84.66 |
| | **Total Income** | | **665.29** | **167.89** |
| II | **EXPENSES** | | | |
| | Finance Costs | | 49.21 | 54.88 |
| | Employee Benefit Expenses | 17 | 22.90 | 21.59 |
| | Depreciation & Amortisation Expenses | 18 | - | - |
| | Other Expenses | 19 | 71.94 | 52.16 |
| | PMS Expenses | 20 | 27.10 | 29.10 |
| | **Total Expenses** | | 171.14 | 157.73 |
| III | **Profit before Exceptional Items and Tax** | | 494.15 | 10.15 |
| IV | **Profit before Tax** | | 494.15 | 10.15 |
| | Less: Tax Expenses | | | |
| | Current Tax | | 103.69 | - |
| | Earlier year Tax | | (0.13) | (4.68) |
| | Deferred Tax | | (101.83) | 0.28 |
| | Deferred Tax Earlier year | | (79.27) | - |
| | | | (77.55) | (4.40) |
| V | **Profit after Tax** | | 571.70 | 14.55 |
| VI | **Comprehensive Income / (Loss) for the year** | | (691.13) | 616.21 |
| VII | **Profit for the period** | | **(119.43)** | **630.76** |
| VIII | Earnings per Equity Share before/after Extra ordinary Items | 22 | | |
| | (Nominal Value of share Rs.10/- each) | | | |
| | Basic(In Rs.) | | (2.45) | 12.93 |
| | Diluted (In Rs.) | | (2.45) | 12.93 |

Significant Accounting Policies 1

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached
For and on behalf of

**HIREN BUCH ASSOCIATES**
Chartered Accountants
Firm Regn. No. 116131W

**Chandrakant Kotian**
**Partner**
**Membership No. 046514**
**Place: Mumbai**
**Date:**

**For and on behalf of the Board**

Smriti Ranka
(DIN-00338974) Managing Director

Aditi Ranka
(DIN-08071428) Director

J.P.Khandelwal
(DIN-00457078) Director cum CFO

Krishna Tela
(Membership no.19780) Company Secretary

**JUMBO FINANCE LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025**

(☐ in lacs)

| | PARTICULARS | 2024-2025 | | 2023-2024 | |
|---|---|---|---|---|---|
| **A.** | **CASH FLOW FROM OPERATING ACTIVITIES** | | | | |
| | Net profit / (loss) after Tax | | -119.43 | | 630.76 |
| | Add/(Less) Adjustments : | | | | |
| | Other Comprenshiv Income | | 691.13 | | -616.21 |
| | Operating Profit before working capital changes | | 571.70 | | 14.55 |
| | Other Financial Assets | (69.00) | | 14.38 | |
| | Other Financial Liablities | 13.50 | -55.50 | 7.28 | 21.66 |
| | Cash flow from operations before tax paid | | 516.20 | | 36.21 |
| | Less : Direct Taxes paid (net of refund) | | -115.42 | | 6.35 |
| | **Net Cash flow from Operating Activities** | | **400.78** | | **43.56** |
| **B.** | **CASH FLOW FROM INVESTING ACTIVITIES** | | | | |
| | Investments made during the year net of OCI | (177.02) | | (2.35) | |
| | **Net Cash used in Investing Activities** | | **-177.02** | | **-3.35** |
| **C.** | **CASH FLOW FROM FINANCING ACTIVITIES** | | | | |
| | Borrowing | (116.41) | | (137.71) | 0.00 |
| | Provision | 0.41 | | 1.66 | |
| | Loans assets | (121.77) | | 110.60 | |
| | **Net Cash flow from Financing Activities** | | **-237.77** | | **-25.45** |
| | **Net increase / (decrease) in Cash and Cash equivalent (A+B+C)** | | **-14.01** | | **14.75** |
| | **Cash and Cash equivalents as at April 1** | | **17.23** | | **2.48** |
| | **Cash and Cash equivalents as at March 31** | | **3.22** | | **17.23** |

**Notes:**

1 Cash & Cash equivalents comprises of

| | 2024-2025 | 2023-2024 |
|---|---|---|
| i) Cash on hand | 1.27 | 2.55 |
| ii) Bank Balances in current account | 1.94 | 14.68 |
| **Total** | **3.22** | **17.23** |

2 Direct tax Paid are treated as arising from operating activity and not bifurcated between investment & Financing activity.

3 Previous year figures have been regrouped wherever necessary to confirm with current year groupings.

4 Figures in bracket denotes outflow.

As per our report of even date attached
For and on behalf of

**HIREN BUCH ASSOCIATES**
Chartered Accountants
Firm Regn. No. 116131W

**Chandrakant Kotian**
**Partner**
**Membership No. 046514**
**Place : Mumbai**
**Date:**

**For and on behalf of the Board**

Smriti Ranka
(DIN-00338974) Managing Director
\- 0.00
Aditi Ranka
(DIN-08071428) Director

J.P.Khandelwal
(DIN-00457078) Director cum CFO

Krishna Tela
(Membership no.-19780) Company Secretary

**JUMBO FINANCE LIMITED**

**Notes to Financial Statements for the year ended 31st March, 2025**

**1. Significant Accounting Policies**

1.1 **Basis of preparation**

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

1.2 **Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.3 **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized.

**a) Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from Operations" in the statement of profit and loss.

**b) Dividend**

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

**c) Other Income**

Other items of revenue are recognized in accordance with the Indian Accounting Standard (IND AS-18) "Revenue Recongnition".

1.4 **Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.

In accordance with the Revised Schedule III to the Companies Act, 2013, the portion of the Long Term Investments classified above, and expected to be realised within 12 months of the reporting date, have been classified as current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.5 **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The Weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share spilit, and reverse share split (consolidation of 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 period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.6 **Income Taxes**

**Current Taxes**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

**Deferred Taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that resul between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date

1.7 **Fixed Assets**

Fixed assets are carried at the cost less accumulated depreciation and impairment losses. The cost of fixed assets comprises its purchase price and other costs attributable to bringing such assets to its working condition for its intended use.

1.8 **Borrowing Costs**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of such assets till such time as the assets are ready for their intended use or sale. All other borrowing costs are recognised as expense in the period in which they are incurred.

1.9 **Depreciation**

Depreciation on Fixed Assets has been provided at the rates and in the manner laid down in Schedule II to the Companies Act, 2013. Individual items of assets valuing less than Rs.5000/- have been fully depreciated in the year of acquisition. The method of depreciation is Straight Line Method (SLM).

2.0 **Contingent Liabilities**

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

2.1 **Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

2.2 **Cash and Cash Equivalents**

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank, cash in hand and short term investments with an original maturity of three months or less.

2.3 **Operating Leases**

As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

2.4 **Miscelleneous Expenditure :**

Preliminary expenditure is written off in the year in which it is incurred, in accordance with provision of Indian Accounting Standard – 38 "Intangible Assets".

**JUMBO FINANCE LIMITED**

**Notes to Financial Statements for the year ended 31st March, 2024**

| | | 31-03-2025 | 31-03-2024 |
|---|---|---|---|
| | | (□) | (□) |
| **2. Cash and Cash equivalents** | | | |
| Cash on hand | | 1.27 | 2.55 |
| Balance with banks: | | | |
| In Current Accounts | | 1.94 | 14.68 |
| | **Total** | **3.22** | **17.23** |
| **3. Loans** | | | |
| **Loans at amortised cost** | | | |
| **A)** | | | |
| 1.Term loans | | - | - |
| 2.Others | | 784.54 | 662.76 |
| **Total (A)-Gross** | | **784.54** | **662.76** |
| Less: Imapirment loss allowance | | | |
| **Total (A)-Net** | | **784.54** | **662.76** |
| **B)** | | | |
| 1.Secured by tangible assets | | - | - |
| 2.Secured by deposits | | - | - |
| 3.Unsecured | | 784.54 | 662.76 |
| **Total (B)-Gross** | | **784.54** | **662.76** |
| Less: Imapirment loss allowance | | | |
| **Total (B)-Net** | | **784.54** | **662.76** |
| **C)** | | | |
| 1.Loans outside India | | - | - |
| 2.Loans in India | | - | - |
| Others -Corporate | | **784.54** | **662.76** |
| **Total (C)-Gross** | | **784.54** | **662.76** |
| Less: Imapirment loss allowance | | | |
| **Total (C)-Net** | | **784.54** | **662.76** |
| **4. Investments** | | | |
| **Investment in Equity Shares(Quoted)** | | | |
| 6402(P.Y.4691) Equity Shares of Mahindra Holidays and Resorts India Ltd of Rs.2 each fully paid | | 18.24 | 18.40 |
| 5457(P.Y.4459) Equity Shares of Jindal Stainless Ltd of Rs.10 each fully paid | | 31.74 | 30.97 |
| 4825(P.Y.7735) Equity Shares of Nippon Life India Asset Management Ltd of Rs.10 each fully paid | | 27.92 | 36.44 |
| 30518(P.Y.36243) Equity Shares of Equitas Small Finance Bank Ltd of Rs.10 each fully paid | | 16.78 | 33.54 |
| Nil(P.Y.1038) Equity Shares of Cylent Ltd of Rs.10 each fully paid | | - | 20.72 |
| 8143 (P.Y.7423) Equity Shares of Indian Bank Ltd of Rs.10 each fully paid | | 44.08 | 38.65 |
| Nil(P.Y.1723) Equity Shares of Sansera Engineering Ltd of Rs.2 each fully paid | | - | 17.55 |
| 6627 (P.Y.8015) Equity Shares of Vardhman Textiles Ltd of Rs.10 each fully paid | | 26.19 | 35.45 |
| 4437(P.Y.2624) Equity Shares of Medplus Health Services Ltd of Rs.2 each fully paid | | 33.72 | 18.05 |
| Nil(P.Y.1549) Equity Shares of Cyient DLM Ltd of Rs.10 each fully paid | | - | 11.16 |
| 6990(P.Y.7463) Equity Shares of Repco Home Finance Ltd of Rs.10 each fully paid | | 23.42 | 29.90 |
| Nil(P.Y.15479) Equity Shares of Gatway Distriparks Limited Ltd of Rs.10 each fully paid | | - | 15.52 |
| 4511 (P.Y.4511) Equity Shares of VRL Logistic Ltd of Rs.10 each fully paid | | 21.35 | 24.83 |
| Nil(P.Y.1690) Equity Shares of Nazara Technologies Ltd of Rs.4 each fully paid | | - | 11.35 |
| 3446(P.Y.2582) Equity Shares of GHCL Ltd of Rs.10 each fully paid | | 21.19 | 11.44 |
| Nil(P.Y.4064) Equity Shares of Chalet Hotels Ltd of Rs.1 each fully paid | | - | 35.90 |
| 3349(P.Y.2981) Equity Shares of Harsha Engineers International Ltd of Rs.10 each fully paid | | 12.45 | 11.96 |
| 17310 (P.Y.6046) Equity Shares of Godavari Power and Ispat Ltd of Rs.10 each fully paid | | 31.18 | 45.79 |
| 1693(P.Y.4018) Equity Shares of Brigade Enterprises Ltd of Rs.10 each fully paid | | 16.53 | 37.58 |
| Nil (P.Y.2258) Equity Shares of Great Eastern Shipping Co Ltd of Rs.10 each fully paid | | - | 22.61 |
| Nil(P.Y.725) Equity Shares of Ingersoll Rand India Ltd of Rs.10 each fully paid | | - | 26.68 |
| 1827(P.Y.501) Equity Shares of Sobha Devlopers Ltd of Rs.10 each fully paid | | 22.38 | 7.26 |
| Nil(P.Y.4842) Equity Shares of CMS Info Systems Ltd of Rs.10 each fully paid | | - | 18.92 |
| Nil (P.Y.1099) Equity Shares of Sundram Fastners Ltd of Rs.10 each fully paid | | - | 12.02 |
| 10948(P.Y.22360) Equity Shares of Sarda Energy and Minerals Ltd of Rs.10 each fully paid | | 56.26 | 45.36 |
| Nil(P.Y.873) Equity Shares of Automotive Axies Ltd of Rs.10 each fully paid | | | 15.34 |
| 1295(P.Y.1295) Equity Shares of Rolex Rings Ltd of Rs.10 each fully paid | | 16.56 | 22.64 |
| Nil(P.Y.263) Equity Shares of Car Trade Tech Ltd of Rs.10 each fully paid | | - | 1.68 |
| 5487(P.Y.Nil) Equity Shares of Honsa Consumer Ltd of Rs1 each fully paid | | 12.72 | - |
| Nil(P.Y.4880) Equity Shares of TD Power Systems Ltd of Rs.10 each fully paid | | - | 14.48 |
| 1707(P.Y.4093) Equity Shares of GE T&D India Ltd of Rs.2 each fully paid | | 26.61 | 34.72 |
| 2408(P.Y.2408) Equity Shares of Kewal Kiran Clothing Ltd of Rs.1 each fully paid | | 11.08 | 16.10 |
| 998(P.Y.Nil) Equity Shares of Kirloskar Ferrous Industries Ltd of Rs1 each fully paid | | 4.69 | - |
| 870(P.Y.Nil) Equity Shares of Graphite India Ltd of Rs1 each fully paid | | 4.16 | - |
| 6050(P.Y.Nil) Equity Shares of Indian Energy Exchange Ltd of Rs1 each fully paid | | 10.63 | - |
| 3840(P.Y.Nil) Equity Shares of Aarti Industries Ltd of Rs1 each fully paid | | 15.00 | - |
| 433(P.Y.Nil) Equity Shares of AIA Engineering Ltd of Rs1 each fully paid | | 14.51 | - |
| 10252(P.Y.Nil) Equity Shares of Gujrat State Fertilizer & Chemical Ltd of Rs1 each fully paid | | 18.17 | - |
| 1031(P.Y.Nil) Equity Shares of Dalmia Bharat Ltd of Rs.1 each fully paid | | 18.78 | - |
| 4332(P.Y.Nil) Equity Shares of Rategain Travel Technologies Ltd of Rs1 each fully paid | | 19.28 | - |
| 3791(P.Y.Nil) Equity Shares of Balrampur Chini Mills Ltd of Rs1 each fully paid | | 20.76 | - |
| 4267(P.Y.Nil) Equity Shares of Gujrat Narmada valley Fertilizers & Chemical Ltd of Rs.1 each fully paid | | 21.18 | - |
| 45700(P.Y.Nil) Equity Shares of Motherson Sumi Wiring Ltd of Rs1 each fully paid | | 24.04 | - |
| 8701(P.Y.Nil) Equity Shares of Usha Martin Ltd of Rs1 each fully paid | | 29.35 | - |
| 880(P.Y.Nil) Equity Shares of Ceat Ltd of Rs.1 each fully paid | | 25.34 | - |
| 2494(P.Y.Nil) Equity Shares of Kalpataru Projects International Ltd of Rs1 each fully paid | | 24.30 | - |
| 14253(P.Y.17813) Equity Shares of Karur Vysya Bank Ltd of Rs.2 each fully paid | | 29.82 | 32.54 |
| 131595(P.Y.Nil) Equity Shares of Fundvisor Capital Ltd of Rs.10 each fully paid | | 193.25 | - |
| | **Sub Total** | **943.68** | **755.54** |
| **Investment in Debt and Structured-Unquated** | | | |
| Inv.Edelweiss Crossover Oppurtunities fund | | - | - |
| Inv.IndiaNivesh Resaissance Fund | | 213.30 | 148.46 |
| Inv.Kalpavriksha Trust | | 139.78 | 906.87 |
| | **Sub Total** | **353.08** | **1,055.32** |
| | **Total** | **1,296.75** | **1,810.87** |

| | | | | |
|---|---|---|---|---|
| **5** | Other Current Assets | | | |
| | | | **85.87** | **16.86** |
| | | | **31-03-2025** (☐ ) | **31-03-2024** (☐ ) |
| **5.** | **Current Tax Assets-Net** | | | |
| | Advance Tax/Self Asst. Tax -Net of Provision | | 49.29 | 13.14 |
| | | | **49.29** | **13.14** |
| **6.** | **Deferred Tax Assets (Net)** | | | |
| | Deferred Tax Assets | | 0.20 | 0.48 |
| | Excess of WDV of assets as per Income Tax | | 79.27 | (0.28) |
| | **Net deferred tax assets** | **Total** | **79.47** | **0.20** |
| **8.** | **Other Non Financial Assets** | | | |
| | I.T.Refund Receivable A.Y. 2019-20 | | 1.17 | 1.17 |
| | I.T.Refund Receivable A.Y.2021-22 | | 1.06 | 1.06 |
| | | **Total** | **2.23** | **2.23** |
| **9.** | **Borrowings** | | | |
| | **At amortised cost** | | | |
| | Unsecured loan from Related party | | 394.61 | 415.98 |
| | Unsecured loan from others | | - | 95.05 |
| | | **Total** | **394.61** | **511.02** |
| | Borrowings in India | | 511.02 | 511.02 |
| | Borrowings Outside India | | - | - |
| | | **Total** | **511.02** | **511.02** |
| **10** | **Other Financial Liabilities:** | | | |
| | Others payables | | | |
| | Audit Fees payable | | 0.65 | 0.71 |
| | Expenses Payable | | 4.61 | 2.36 |
| | Other payables | | 64.89 | 58.65 |
| | | **Total** | **70.15** | **61.72** |
| **11** | **Provisions** | | | |
| | Contingent Provision on Standard Assets | | 2.07 | 1.66 |
| | | **Total** | **2.07** | **1.66** |
| **12** | **Other Non Financial Liabilities:** | | | |
| | Profession Tax Payable | | 0.03 | 0.03 |
| | TDS Payable | | 6.62 | 1.54 |
| | | **Total** | **6.64** | **1.56** |

| | | 31-03-2025 (☐ ) | 31-03-2024 (☐ ) |
|---|---|---|---|
| **13** | **Share Capital** | | |
| | **Authorized Shares** | | |
| | 7,000,000 (31 March 2023: 7,000,000) Equity Shares of Rs.10 each | 700.00 | 700.00 |
| | | **700.00** | **700.00** |
| | **Issued, Subscribed and fully paid up Shares** | | |
| | 48,76,847 (31 March 2023: 48,76,847) Equity Shares of Rs.10 each | 487.68 | 487.68 |
| | **Total** | **487.68** | **487.68** |

13.1 **Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**

| **Equity Shares:** | 31-03-2025 | | 31-03-2024 | |
|---|---|---|---|---|
| | **Nos.** | (☐ ) | **Nos.** | (☐ ) |
| At the beginning of the period | 48,76,847 | 488 | 48,76,847.00 | 487.68 |
| Add:Addition during the year | - | - | - | - |
| **Outstanding at the end of the period** | 48,76,847 | 488 | 48,76,847.00 | 487.68 |

13.2 **Terms/Rights attached to equity shares:**

The company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2024, the amount of per share dividend recognized as distributions to equity shareholders was Rs.NIL (31st March 2023 Rs.NIL)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

13.3 **Details of shareholders holding more than 5% share in the company**

| | 31-03-2025 | | 31-03-2024 | |
|---|---|---|---|---|
| | **Nos.** | **%** | **Nos.** | **%** |
| **Equity Shares of Rs.10/- each fully paid up** | | | | |
| Kruti Nirav Thakkar | 2,45,000 | 5.02% | 2,45,000.00 | 0.05 |
| Sameer Chaturvedi | 2,65,704 | 5.45% | 2,65,704.00 | 0.05 |
| Deepika Sameer Chaturvedi | 2,58,758 | 5.31% | 2,58,758.00 | 0.05 |
| Nirav Thakkar | 2,50,000 | 5.13% | 2,50,000.00 | 0.05 |
| Rasik Savalia | 3,50,000 | 7.18% | 3,50,000.00 | 0.07 |
| Sagarkumar Savalia | 3,55,000 | 7.28% | 3,55,000.00 | 0.07 |
| Brijesh Vrajlal Mavani | 3,00,000 | 6.15% | 3,00,000.00 | 0.06 |
| Prafful Manjibhai Kapupara | 3,00,000 | 6.15% | 3,00,000.00 | 0.06 |
| Ushaben Prafull Kapupara | 3,00,000 | 6.15% | 3,00,000.00 | 0.06 |
| Atul Manjibhai Kapupara | 3,00,000 | 6.15% | 3,00,000.00 | 0.06 |
| Aruna Atul Kapupara | 3,00,000 | 6.15% | 3,00,000.00 | 0.06 |
| Vishwakumar Chattani | 3,00,000 | 6.15% | 3,00,000.00 | 0.06 |

13.4 **Details of shareholding of promoters & promoter group companies**

**As at 31st March,2025**

| Promoter Name | No.of Shares as at 01.04.24 | Change during the year | No.of Shares as at 31.03.2025 | % of Total shares as at 31.03.2025 | % change during the year |
|---|---|---|---|---|---|
| Smriti Ranka | 167596 | - | 167596 | 3.44 | - |
| Trishul Traders Pvt Ltd | 126950 | - | 126950 | 2.60 | - |
| Total | 294546 | - | **294546** | **6.04** | - |

**As at 31st March,2025**

| Promoter Name | No.of Shares as at 01.04.23 | Change during the year | No.of Shares as at 31.03.2024 | % of Total shares as at 31.03.2024 | % change during the year |
|---|---|---|---|---|---|
| Smriti Ranka | 167596 | - | 167596 | 3.44 | - |
| Trishul Traders Pvt Ltd | 126950 | - | 126950 | 2.60 | - |
| Total | 294546 | - | **294546** | **6.04** | - |

| | | 31-03-2025 (☐ ) | 31-03-2024 (☐ ) |
|---|---|---|---|
| **14.** | **Other Equity** | | |
| 14.1 | **Capital Reserve** | | |
| | Balance as per the last financial statements | 0.67 | 0.67 |
| | Closing Balance | 0.67 | 0.67 |
| 14.2 | **Securities Premium** | | |
| | Balance as per the last financial statements | 1,275.30 | 1,275.30 |
| | Add: Addition during the year | - | - |
| | Closing Balance | 1,275.30 | 1,275.30 |
| 14.3 | **Surplus in the Statement of Profit and Loss** | | |
| | Balance as per the last financial statements | 423.07 | 411.52 |
| | Add: Profit for the year: | 571.70 | 14.55 |
| | Less :Loss Traansferred from OCI | 951.69 | |
| | | 1,523.39 | |
| | Less: Appropriations | - | 3.00 |
| | **Net Surplus in the Statement of Profit and Loss** | 43.09 | 423.07 |
| 14.4 | **Reserve fund under Section 45 I C(1) of Reserve Bank of India Act, 1934** | | |
| | Balance as per the last financial statements | 94.39 | 91.39 |
| | Add: Amount transferred from surplus balance in the Statement of Profit and Loss | - | 3.00 |
| | Closing Balance | 94.39 | 94.39 |
| 14.5 | **Other Comprehesive Income** | | |
| | Balance as per the last financial statements | (333.78) | (949.99) |
| | Add: For the year: | (691.13) | 616.21 |
| | Less : Transferred to retain earning | 951.69 | - |
| | | (73.23) | (333.78) |
| | **Total Other Equity** — **Total** | **1,340.21** | **1,459.64** |

**JUMBO FINANCE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2025**

| | | 31-03-2025 | 31-03-2024 |
|---|---|---|---|
| | | (☐) | (☐) |
| **15.** | **Revenue from Operations** | | |
| | **Sales of Services** | | |
| | Interest Income On Loan | 102.14 | 83.23 |
| | | **102.14** | **83.23** |
| **16.** | **Other Income** | | |
| 16.1 | **Capital Gain Income** | | |
| | Long Term Profit/(Loss) | 512.73 | 67.05 |
| | Short Term Profit/(Loss) | 39.47 | 10.10 |
| | Short Term Profit/(Loss)-MF | - | - |
| | | 552.21 | 77.15 |
| 16.2 | **Interest Income** | | |
| | On FDR | - | - |
| | On Income Tax Refund | 0.43 | 1.03 |
| | | 0.43 | 1.03 |
| 16.3 | **Dividend Income** | | |
| | On Equity Shares | 6.93 | 6.46 |
| | Other | - | - |
| | | 6.93 | 6.46 |
| 16.4 | Miscellaneous Income | 3.58 | 0.01 |
| | **Total** | **3.58** | **0.01** |
| | **TOTAL** | **563.15** | **84.66** |
| **17.** | **Employee Benefit Expenses** | | |
| | Salaries | 22.67 | 21.44 |
| | Staff Welfare | 0.23 | 0.15 |
| | **Total** | **22.90** | **21.59** |
| **18.** | **Depreciation & Amoutisation Expenses** | | |
| | Depreciation | - | - |
| | **Total** | **-** | **-** |
| **19.** | **Other Expenses** | | |
| | Rent | 3.63 | 3.63 |
| | Conveyance | 0.37 | 0.37 |
| | Electricity expenses | 0.47 | 0.39 |
| | Communication expenses | 0.17 | 0.17 |
| | Advertisement exp. | 0.27 | 0.28 |
| | Payment to Auditor (Refer details below) | 0.71 | 0.71 |
| | Secretrial Audit Fees | 0.18 | 0.18 |
| | Internal Audit fees | 0.05 | 0.05 |
| | Repairs & Maintenance | 0.29 | 0.28 |
| | Registrar Fees | 0.69 | 0.69 |
| | Listing Fees | 3.84 | 3.84 |
| | Legal and Professional Charges | 16.94 | 15.82 |
| | Website Expenses | 0.14 | 0.11 |
| | Depository Charges | 1.06 | 0.24 |
| | Office expenses | 0.38 | 0.32 |
| | Printing and Stationary | 0.09 | 0.04 |
| | Filing Fees | 0.09 | 0.04 |
| | Profession Tax | 0.03 | 0.03 |
| | Bank charges | 0.02 | 0.02 |
| | BSE Fine | 0.01 | - |
| | Interest on TDS | 0.00 | 0.08 |
| | Legal exp | 0.01 | - |
| | Expected credit loss | 42.10 | 8.87 |
| | Employee-Employer Insurance premium | - | 14.38 |
| | Provision on Standarad Assets | 0.41 | 1.66 |
| | Disposal of Assets | - | 0.00 |
| | **Total** | **71.94** | **52.16** |
| | **Payment to Auditor** | | |
| | **As Auditor** | | |
| | Audit Fees | 0.60 | 0.60 |
| | Reimbursement of GST | 0.11 | 0.11 |
| | | **0.71** | **0.71** |
| **20.** | **PMS Exp.** | | |
| | Custodian fees | - | 0.02 |
| | Management fees | 24.39 | 25.94 |
| | Other charges | 0.87 | 1.24 |
| | Security Transaction Charges | 0.91 | 0.42 |
| | Operating expenses | 0.93 | 1.48 |
| | **Total** | **27.10** | **29.10** |

JUMBO FINANCE LIMITED

**7. Property-Plant & Equipment**

(☐ in lacs)

| | Computers | Office Equipments | Air Conditioner | Furniture & Fixtures | Total |
|---|---|---|---|---|---|
| **At Cost** | | | | | |
| **At 31 March, 2024** | 5.05 | 0.05 | 0.33 | 1.63 | 7.06 |
| Additions | - | - | - | - | - |
| Disposals | - | - | - | - | - |
| **At 31 MARCH, 2025** | **5.05** | **0.05** | **0.33** | **1.63** | **7.06** |
| **Depreciation** | | | | | |
| **At 1 April 2014** | 4.72 | 0.02 | 0.16 | 0.96 | 5.47 |
| Charge for the year | 0.33 | 0.02 | 0.17 | 0.67 | 1.19 |
| Disposals | - | - | - | - | - |
| **At 31 March, 2024** | 5.05 | 0.05 | 0.33 | 1.63 | 6.66 |
| Charge for the year | - | - | - | | - |
| Transfer to Retained Earning | - | - | - | - | - |
| Disposals | (0.00) | - | - | (0.00) | (0.00) |
| **At 31 MARCH, 2025** | **5.05** | **0.05** | **0.33** | **1.63** | **6.66** |
| **Net Block** | | | | | |
| **At 31 March, 2024** | 0.00 | - | - | 0.00 | 0.00 |
| **At 31 March, 2025** | **-** | **-** | **-** | **0.00** | **0.00** |

**JUMBO FINANCE LIMITED**

**7. Property-Plant & Equipment**

(☐ in lacs)

| | Computers | Office Equipments | Air Conditioner | Furniture & Fixtures | Total |
|---|---|---|---|---|---|
| **At Cost** | | | | | |
| **At 31 March, 2024** | 5.05 | 0.05 | 0.33 | 1.63 | 7.06 |
| Additions | - | - | - | - | - |
| Disposals | - | - | - | - | - |
| **At 31 MARCH, 2025** | **5.05** | **0.05** | **0.33** | **1.63** | **7.06** |
| **Depreciation** | | | | | |
| **At 1 April 2014** | 4.72 | 0.02 | 0.16 | 0.96 | 5.47 |
| Charge for the year | 0.33 | 0.02 | 0.17 | 0.67 | 1.19 |
| Disposals | - | - | - | - | - |
| **At 31 March, 2024** | 5.05 | 0.05 | 0.33 | 1.63 | 6.66 |
| Charge for the year | - | - | - | | - |
| Transfer to Retained Earning | - | - | - | - | - |
| Disposals | (0.00) | - | - | (0.00) | (0.00) |
| **At 31 MARCH, 2025** | **5.05** | **0.05** | **0.33** | **1.63** | **6.66** |
| **Net Block** | | | | | |
| **At 31 March, 2024** | 0.00 | - | - | 0.00 | 0.00 |
| **At 31 March, 2025** | **-** | **-** | **-** | **0.00** | **0.00** |

**JUMBO FINANCE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2025**

**21. Ind AS - 108 : Operating Segments**

The Company is engaged in only one business i.e Non Banking Financial Services (granting of loans, making investments, etc.) and as such there are no other reportable segment in the context of Indian Accounting Standard 108 “Segment Reporting”. Therefore, Segment Information as required by Indian Accounting Standard – 108 “Segment Reporting” is not applicable.

**22. Ind AS - 24 : Related Party Disclosures**

**Name of related parties and related party relationship:**

**a) Information in respect of Related Parties:**

i) Key Management Personnel :

| | |
|---|---|
| Smriti Ranka | Managing Director |
| Aditi Ranka | Director |
| J.P. Khandelwal | Director cum CFO |
| Prem Chand Parakh | Independent Director |
| Suresh Chand Gokhroo | Independent Director |
| Krishna Tela | Company Secretary |

ii) Enterprises owned or significantly influenced by any management personnel or their relatives:

M/s Star Enterprises
M/s Bright Corporation
Trishul Traders Private Limited
Modern Mediscience Pvt.Ltd.

**b) Related parties with whom transaction have taken place during the year:**

| Nature of Transactions | 2024-25 | 2023-24 |
|---|---|---|
| *i) Key Management Personnel* | | |
| Salaries | 22.67 | 21.44 |
| *ii) Enterprises owned or significantly influenced by any management personnel or their relatives:* | | |
| Rent Paid | 3.63 | 3.63 |
| Interest Expense | 49.21 | 54.88 |
| Interest Payable | 44.29 | 49.39 |
| Loan Outstanding Payable | 350.33 | 366.59 |
| Loan Outstanding Receivable | 747.06 | 591.13 |
| Loans Accepted | 36.60 | 41.65 |
| Loans Repaid | 102.25 | 213.35 |

Note : Related Parties are disclosed by the management and relied upon by the auditors.

**23.** In accordance with **Ind AS 33-EPS**, the computation of earnings per share is set out below :

| Particulars | 31st March 2025 | 31st March 2024 |
|---|---|---|
| | | |
| Weighted average number of Equity Shares of Rs. 10/- each, fully paid up | 48,76,847 | 48,76,847 |
| Number of shares at the end of the period | 49 | 48,76,847 |
| Adjusted Weighted average number of shares outstanding during the period | 48,76,847 | 48,76,847 |
| Net Profit/(Loss) after tax available for equity shareholders | (119.43) | 630.76 |
| Basic Earnings Per Share (In Rs.) | (2.45) | 12.93 |

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earnings per share of the Company remain the same.

**24.** The Company believes that no impairment of assets arises during the year as per the recommendations of Accounting Standard - 28 Impairment of Assets.

**25. Contingent Liabilities**
There are no contingent liablity as on balance sheet for which the company is required to make provision in the books of acconts.

**26. Additional Disclosures as required in terms of Paragraph 13 of NonBanking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India.**
**Liabilities Side**

| | | Amount O/S | Amount Overdue |
|---|---|---|---|
| 1 | Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid: | | |
| | a) Debentures: | | |
| | Secured | - | - |
| | Unsecured | - | - |
| | (other than falling within the meaning of public deposits) | | |
| | b) Deferred Credits | - | - |
| | c) Term Loans | - | - |
| | d) InterCorporate loans and borrowings | 394.61 | - |
| | e) Commercial Paper | - | - |
| | f) Other Loans (Short Term Borowings from Related Party) | - | - |
| | **Total** | 394.61 | - |

**Assets Side**

| | | Amount Outstanding |
|---|---|---|
| 2 | Breakup of Loans and Advances including bills receivables (other than those included in (4) below): | |
| | a) Secured | Nil |
| | b) Unsecured | 819.63 |
| 3 | Breakup of Leased Asets and stock on hire and other assets counting towards AFC activities | |
| | i) Lease assets including lease rentals under sundry debtors: | |
| | a) Financial Lease | N.A |
| | b) Operating Lease | N.A |
| | ii) Stock on hire including hire charges under sundry debtors: | |
| | a) Assets on hire | N.A |
| | b) Repossed Assets | N.A |
| | iii) Other loans counting towards AFC activities | |
| | a) Loans where assets have been repossessed | N.A |
| | b) Loans other than (a) above | N.A |
| 4 | Breakup of Investments: | |
| | **Current Investments:** | |
| | 1. Quoted: | |
| | i) Shares: (a) Equity | Nil |
| | (b) Preference | Nil |
| | ii) Debentures and Bonds | |
| | iii) Units of mutual funds | Nil |
| | iv) Government Securities | Nil |
| | v) Others (please specify) | Nil |
| | - Certificate of Deposits | |
| | 2. Unquoted: | |
| | i) Shares: (a) Equity | Nil |
| | (b) Preference | Nil |
| | ii) Debentures and Bonds | Nil |
| | iii) Units of mutual funds | Nil |
| | iv) Government Securities | Nil |
| | v) Others (please specify) | Nil |
| | **Long Term investments:** | |
| | 1. Quoted: | |
| | i) Shares: (a) Equity | 943.68 |
| | (b) Preference | Nil |
| | ii) Debentures and Bonds | Nil |
| | iii) Units of mutual funds | Nil |
| | iv) Government Securities | Nil |
| | v) Others (please specify) | Nil |

| | | Amount Outstanding |
|---|---|---|
| | 2. Unquoted: | |
| | i) Shares: (a) Equity | Nil |
| | (b) Preference | Nil |
| | ii) Debentures and Bonds | 353.08 |
| | iii) Units of mutual funds | - |
| | iv) Government Securities | Nil |
| | v) Others (please specify) | Nil |

5 Borrower groupwise classification of assets financed as in (2) and (3) above:

| **Category** | **Amount net of Provisions** | | |
|---|---|---|---|
| | **Secured** | **Unsecured** | **Total** |
| 1. Related Parties | | | |
| a) Subsidiaries | Nil | Nil | Nil |
| b) Companies in the same group | Nil | Nil | Nil |
| c) Other related parties | Nil | 733.77 | Nil |
| 2. Other than related parties | Nil | Nil | Nil |
| **Total** | **Nil** | **733.77** | **Nil** |

6 Investor groupwise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

| **Category** | **Market Value/Break up or fair value or NAV** | **Book Value (Net of Provisions)** |
|---|---|---|
| 1. Related Parties | | |
| a) Subsidiaries | - | - |
| b) Companies in the same group | - | - |
| c) Other related parties | - | - |
| 2. Other than related parties | - | 1,296.75 |
| **Total** | **-** | **1,296.75** |

7 Other information

| | | |
|---|---|---|
| i) Gross NonPerforming Assets | | |
| a) Related Parties | Nil | Nil |
| b) Other than related parties | Nil | Nil |
| ii) Net NonPerforming Assets | Nil | Nil |
| a) Related Parties | Nil | Nil |
| b) Other than related parties | Nil | Nil |
| iii) Assets acquired in satisfaction of debt | Nil | Nil |

**27. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the intimation received by the Company, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosures relating to amounts unpaid as at the year end together with interest paid /payable are required to be furnished.

**28.** While determining diminution, other than temporary, in the value of the long term quoted / unquoted investments, the strategic objective of such investments and the asset base of the investee companies have been considered. In view thereof, the decline in the market value of such investments is considered to be of a temporary nature.

**29.** In the opinion of the Board, the Current Assets, Loans & Advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

**30 Loans & Advances**

Detail of loans & advances to promoters,directors,KMPs and related party

(□ in lacs)

| Type of borrower | As at 31st March,2025 | | As at 31st March,2024 | |
|---|---|---|---|---|
| | **Amount of loan or advance in nature of loan outstanding** | **Percentage to the total loans and adavnce in nature** | **Amount of loan or advance in nature of loan** | **Percentage to the total loans and adavnce in nature of** |
| Promoters | - | - | - | - |
| Directors | - | - | - | - |
| KMPs | - | - | - | - |
| Related party | 733.77 | 86.57% | 591.13 | 85.86% |

**31 Previous year figures**

a) Figures are rounded off to nearest rupee.

b) Previous year figures have been regrouped and reclassified wherever necessary to confirm to current year's presentation.

As per our report of even date attached
For and on behalf of

**HIREN BUCH ASSOCIATES**
Chartered Accountants
Firm Regn. No. 116131W

Chandrakant Kotian
Partner
Membership No. 046514
Place: Mumbai
Date:

For and on behalf of the Board

Smriti Ranka
(DIN-00338974) Managing Director

Aditi Ranka
(DIN-08071428) Director

J.P.Khandelwal
(DIN-00457078) Director cum CFO

Krishna Tela
No.19780 Company Secretary

**ATTENDANCE SLIP**

**JUMBO FINANCE LIMITED**
**(CIN: L65990MH1984PLC032766)**
**Registered Office: Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063.**

41st Annual General Meeting – Tuesday, 30th September, 2025

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name of the Shareholder/Proxy (s): ______________________
Address: ____________________________________________
____________________________________________________

Folio No…………………
DP ID* ………………….
Client Id*………….........

No. of Shares held: ______________

I/We hereby record my/our presence at the 41st ANNUAL GENERAL MEETING of the Company at its Registered Office of the Company at Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063 on Tuesday, 30th September, 2025 at 03.00 p.m.

*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER / PROXY

**PROXY FORM**

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

**JUMBO FINANCE LIMITED**

**(CIN: L65990MH1984PLC032766)**

**Regd. Office:** Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063.Email**:** jumbofin@hotmail.com **Website:** www.jumbofinance.co.in

41st ANNUAL GENERAL MEETING – Tuesday, 30th September, 2025

| |
|---|
| Name of the Member (s):<br>Registered Address:<br><br>Email Id:<br>Folio / DP ID – Client ID No : |

I/We being the member (s) of ________________________________ shares of the above named Company hereby appoint:

1. Name____________________ Address ______________________________________________

   Email Id___________________ Signature ___________________________ or failing him;

2. Name____________________ Address _______________________________________________

   Email Id___________________ Signature ___________________________ or failing him;

3. Name____________________ Address _______________________________________________

   Email Id___________________ Signature ___________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2025 at 03.00 p.m. at Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | | | Optional* |
|---|---|---|---|
| **Sr. No.** | **ORDINARY BUSINESS** | **For** | **Against** |
| 1. | To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.. | | |
| 2. | To appoint a Director in place of Mrs. Smriti Ranka (DIN: 00338974), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment. | | |
| 3. | To appoint M/s. Hiren Buch Associates, Chartered Accountants, (FRN – 116131W) as Statutory Auditors of the Company and to fix their remuneration | | |

Signed this ____________day of __________, 2025

Signature of Shareholder________________________________

Signature of Proxy holder(s)___________________________________

Affix Revenue Stamp

Notes:

1. 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.
2. For the Resolutions please refer to the Notice of 41st Annual General Meeting.
3. *It is optional to put a ‘X’ in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all Resolutions, your proxy will be entitled to vote in in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.