



JUMBO FINANCE LIMITED

805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai - 400063.
Telefax: 022-26856703 | Email: jumbofin@hotmail.com | Web: www.jumbofinance.co.in | CIN: L65990MH1984PLC032766

Date: 24th August, 2017

To,
The Manager,
Listing Department.
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai - 400 001

**Sub.:- Submission of Annual Report of Jumbo Finance Limited for the
Financial Year Ended on 31st March, 2017 pursuant to Reg. 34(1) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

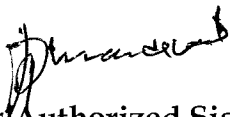
Ref.:- Scrip Code - 511060

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of Jumbo Finance Limited for the Financial Year Ended on 31st March, 2017.

Kindly take the same on your record.

Yours Faithfully,
For Jumbo Finance Ltd


Director/Authorized Signatory

JUMBO FINANCE LIMITED

ANNUAL REPORT

2016-2017

AUDITOR:
BHATTER & CO.

CIN:
L65990MHI984PLC032766

BOARD OF DIRECTORS:

SMT. SMRITI RANKA	MANAGING DIRECTOR
SHRI JAGDISH PRASAD KHANDELWAL	DIRECTOR
SHRI. SHREYANS RANKA	DIRECTOR
SHRI. PREM CHAND PARAKH	INDEPENDENT DIRECTOR
SHRI. DHANANJAY VITHAL PEDNEKAR	INDEPENDENT DIRECTOR

CHIEF FINANCIAL OFFICER

SHRI. JAGDISH PRASAD KHANDELWAL

COMPANY SECRETARY:

SMT. KRISHNATELA (w.e.f. 10/04/2017)

SHRI. ANIL VRIJDAS RAJKOTIA (Resigned on 10/04/2017)

AUDITORS:

M/S BHATTER & CO.,
CHARTERED ACCOUNTANT
307, TULSIANI CHAMBERS,
NARIMAN POINT,
MUMBAI -400021.

INTERNAL AUDITOR:

M/S. NAVEEN BAJAJ AND ASSOCIATES

SECRETARIAL AUDITOR:

M/S. PANKAJ & ASSOCIATES
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:

LINK INTIME INDIA PVT. LTD.

C 101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST),
MUMBAI – 400083.

TEL: 022-49186270 FAX: 022-49186060

E-MAIL: rnt.helpdesk@linkintime.co.in

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

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting of the members of Jumbo Finance Limited will be held on Friday, 18th August, 2017 at 11.00 a.m. at the Registered Office of the Company situated at Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and Profit and Loss Account for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint Director in place of Shri. Jagdish Prasad Khandelwal (DIN: 00457078) who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of the Auditors of the Company and their remuneration fixed at the Thirty Second Annual General Meeting of the Company held on 29th September, 2016, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3 (7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. Bhatte & Co., Chartered Accountants, Mumbai, (Firm Reg. No. 118424W) as the auditors of the Company to hold office from the conclusion of the Thirty Second Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, made at the Thirty Second Annual General Meeting of the Company held on 29th September, 2016, be and is hereby ratified.”

SPECIAL BUSINESS:

4. TO ISSUE & ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

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

“RESOLVED THAT in continuation with earlier resolution passed by the members at the Extraordinary General Meeting held on 25th November, 2014 and in accordance with,

- i. The provisions of Sections 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and read with Companies (Share Capital and Debentures) Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force,
- ii. The provisions of the Memorandum and Articles of Association of the Company;
- iii. The provisions of any rules/ regulations/ guidelines framed/issued by the Securities and Exchange Board of India ("SEBI") (including any amendments thereto or any re-enactment thereof for the time being in force),
- iv. The provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed.
- v. The applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, the Reserve Bank of India ("RB"), SEBI, Stock Exchanges and any other appropriate and/or concerned authorities, institutions or bodies (the "Approvals"); and
- vi. Such conditions or modifications as, may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (herein after called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or, hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution);

Consent of the Company be and is hereby accorded to the Board to ratify the issue & allotment of 45,06,847 Equity Shares of Rs.10/- each for cash at a price of Rs. 37.76 (Rupees Thirty Seven and seventy six paise only) per Equity Share (including a premium of Rs. 27.76 per Equity Share) on preferential basis, in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors.

“RESOLVED FURTHER THAT

- i. The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank pari-passu with the then existing Equity Shares in the Company in all respects, including in respect of dividend;
- ii. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:
 - a. To enter into and execute all such agreements/arrangements as the case may be with any authorities/ agencies, listing of the shares/ securities on Exchange(s);
 - b. To settle any questions, difficulties, doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
 - c. To do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary, desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s;

- d. To delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company.

PLACE: MUMBAI

DATED: 21.07.2017

FOR AND ON BEHALF OF THE BOARD

Sd/-

**SMT. SMRITI RANKA
(MANAGING DIRECTOR)**

DIN: 00338974

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed hereto.
3. The Register of Members and Transfer Books of the company will remain closed from 10th August, 2017 to 18th August, 2017 (Both days inclusive).
4. Members desiring to seek any further information or clarification on the Annual Accounts or operations of the Company at the meeting are requested to send their queries so as to reach the Registered Office at least 10 days in advance of the date of meeting to enable the management to keep the information ready.
5. The Members are requested to bring their copies of the Annual Report to the meeting.
6. Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s. LINK INTIME INDIA PVT. LTD., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083. Tel:022-49186270 FAX: 0 22-49186060 E-Mail: rnt.helpdesk@linkintime.co.in
7. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email addresses with their Depository Participants, where shares are held in electronic form and to the Share department of the Company / Share Transfer Agents where shares are held in physical form.

(b) Email Addresses of Members are advised to the Share Department of the Company / Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/ update their email addresses should do so as soon as possible.
8. Members holding shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Share Department of the Company / Share Transfer Agents enclosing the relevant Share Certificates requesting consolidation of such folios into one folio.
9. Voting through Electronic Means:
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is

pleased to offer “remote e-Voting”(hereinafter mentioned as ‘e-voting’) facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 33rd Annual General Meeting of the Company.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab.
- iii. Now, select the “Jumbo Finance Limited” from the drop down menu and click on “SUBMIT”.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members, who have not updated their PAN with the Company / Depository Participant, are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. • In case, the folio number is less than 8 digits, enter the applicable number of 0"s before the number after the first two characters of the name in CAPITAL letters. <p>Eg. If your name is Ramesh Kumar with folio number 100, then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members, holding shares in physical form, will then reach directly the Company selection screen. However, members holding shares in demat form, will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For members holding shares in physical form, the details can be used only for e-

- voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant “Jumbo Finance Limited” on which you choose to vote.
 - xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xviii. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - xix. Note for Institutional Shareholders:
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - xx. In case of members receiving the physical copy of Annual Report Please follow all steps from sr. no. (i) to sr. no. (xix) above to cast vote.
 - xxi. The E-voting period shall commence on 9.00 a.m. Tuesday the 15.08.2017 and will ends on Thursday the 17.08.2017. The voting by electronic means shall not be allowed beyond 5.00 p.m. on 17.08.2017. 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 09.08.2017 will be eligible to cast their vote electronically. Once the vote on a resolution is cast by the shareholder, it cannot be changed subsequently.
 - xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 09.08.2017.

- C. A copy of this notice has been placed on the website of the Company and website of CDSL.
- D. Mr. Pankaj S. Desai, Practicing Company Secretary (Certificate of Practice Number 4098) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- E. 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 at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of votes cast in favor or against, if any, forthwith to the Chairman.
- F. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.jumbofinance.co.in and on the website of CDSL within two days after conclusion of the Annual General Meeting the Company and communicated to the Stock Exchanges.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

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	Shri. Jagdish Prasad Khandelwal
2.	DIN	00457078
3.	Date of Birth	25/11/1963
4.	Date of Appointment	29/09/2016
5.	Experience in specific Areas	20 Years in Accounts & Compliances
6.	Qualifications	Graduate
7.	Directorships in other Companies	Vulvan Traders Pvt. Ltd. Trishul Traders Pvt. Ltd. Ajaymeru Trading and Investment Pvt. Ltd. Pride Mercantiles Pvt. Ltd. Entees Infra Projects Pvt. Ltd. Yamda Trading Pvt. Ltd. Kapri Traders Pvt. Ltd.
8.	Membership / Chairmanship of Committees other than Jumbo Finance Limited	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors at its meeting held on 21st July, 2017, approved the following resolution to be passed as special resolution at the ensuing Annual General Meeting. This resolution was already passed by the members at the Extra-ordinary General Meeting held on 25th November, 2014. There were few changes in the list of allottees approved by the members and those to whom the shares were allotted. Hence, at the instance of BSE Ltd., the company is once again proposing to pass this resolution for the allotment of Equity shares on preferential basis with the revised list of allottees.

Material Facts relating to Preferential Allotment:

The Board of Directors of the Company give below disclosures that are required to be given in the Explanatory Statement to the Special Resolution to be passed under Section 62 of the Companies Act, 2013 and in terms of the SEBI (Disclosure and Investors Protection) Guidelines & the SEBI ICDR Regulations, 2009.

- A. **Object of the Preferential Allotment and the Manner of Activities of proceeds of the Issue to be utilized :**
Your Company's business is growing and growth requires capital. Further funds are required to augment its working capital, capital expenditure and for other corporate purposes and for meeting Capital Reserve and Adequacy requirements of Reserve Bank of India. It is therefore, proposed to raise further capital by way of a preferential issue of Equity Shares.
- B. **Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:**
None of the Directors / Promoters / Key Management Persons intends to subscribe to the offer, except as disclosed.
- C. **Type of security offered and the number of security offered :**
The resolution set out in the accompanying notice authorizes the Board to allot upto 45,06,847 fully paid Equity Shares of Rs. 10/- of the Company, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

D. The identity of the revised allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the Shareholders	Category	Pre Issue holding	Post Issue holding 11.09.2015	Post Issue holding on 08.10.2015	Total Pre & Post holding
1	KrutiNirav Thakkar	non-promoter	0	0	245000	245000
2	Sameer Chaturvedi	non-promoter	0	0	265704	265704
3	Deepika Sameer Chaturvedi	non-promoter	0	0	258758	258758
4	Pappu Tiwari	non-promoter	0	0	240952	240952
5	RasikSavalia	non-promoter	0	0	350000	350000
6	Sagar Kumar Savalia	non-promoter	0	0	355000	355000
7	BrijeshVrajlalMavani	non-promoter	0	0	300000	300000
8	PrafulManjibhaiKapupara	non-promoter	0	0	300000	300000
9	UshabenPrafulKapupara	non-promoter	0	0	300000	300000
10	AtulManjibhaiKapupara	non-promoter	0	0	300000	300000
11	ArunaAtulKapupara	non-promoter	0	0	300000	300000
12	VishwakumarChhattani	non-promoter	0	0	300000	300000
13	Rajendra Kumar Mansinghka	non-promoter	0	0	7000	7000
14	Sunil Kumar Mansinghka	non-promoter	0	0	7000	7000
15	Seema Mansinghka	non-promoter	0	0	7000	7000
16	RajendraMansinghka HUF	non-promoter	0	0	7000	7000
17	Sanjay Mansinghka	non-promoter	0	0	7000	7000
18	Sunil Kumar Mansinghka HUF	non-promoter	0	0	7000	7000
19	Raji Bai Mansinghka	non-promoter	0	0	7000	7000
20	Sangeeta Mansinghka	non-promoter	0	0	7000	7000
21	Ramesh Chandra Mansinghka HUF	non-promoter	0	0	7000	7000
22	Sanjay Mansinghka HUF	non-promoter	0	0	7000	7000
23	SunitaMansinghka	non-promoter	0	0	7000	7000
24	MahavirKantaChoudhari HUF	non-promoter	0	0	15000	15000
25	Mahavir Singh Choudhari	non-promoter	0	0	20000	20000
26	Rahul Jain	non-promoter	0	0	20000	20000
27	Ritu Jain	non-promoter	0	0	15000	15000
28	KantaChoudhary	non-promoter	0	0	15000	15000
29	Rahul Ritu Jain HUF	non-promoter	0	0	15000	15000
30	Sunil Malani	non-promoter	0	0	14000	14000
31	Pankaj Malani	non-promoter	0	0	7000	7000
32	Amit Malani HUF	non-promoter	0	0	7000	7000
33	RidhimaMalani Trust(BenificiaryRidhimaMalani-Minor)	non-promoter	0	0	7000	7000
34	Amit Malani	non-promoter	0	0	7000	7000
35	Pankaj Malani HUF	non-promoter	0	0	7000	7000
36	HemlataMalani	non-promoter	0	0	7000	7000

37	MadhuMalani	non-promoter	0	0	7000	7000
38	Sunil Malani HUF	non-promoter	0	0	7000	7000
39	Krishna Ajmera	non-promoter	0	0	12000	12000
40	RajkamalAjmera	non-promoter	0	0	15000	15000
41	Manish Kumar Ajmera	non-promoter	0	0	15000	15000
42	Rakesh Toshniwal	non-promoter	0	0	15000	15000
43	Sangeeta Toshniwal	non-promoter	0	0	15000	15000
44	PremalataToshniwal	non-promoter	0	0	15000	15000
45	Dinesh Toshniwal	non-promoter	0	0	15000	15000
46	Rakesh Toshniwal HUF	non-promoter	0	0	15000	15000
47	AmbureMadhukarApparao	non-promoter	0	0	13241	13241
48	Smriti Ranka	Prompter	147200	0	20396	167596
49	Saurabh Mehta	non-promoter	0	26500	0	26500
50	Parthiv Mehta HUF	non-promoter	0	26500	0	26500
51	Parthiv Mehta	non-promoter	0	26500	0	26500
52	Nirav Thakkar	non-promoter	0	5296	250000	255296
53	DheerajBajoria	non-promoter	0	26500	0	26500
54	Asha Bajoria	non-promoter	0	26500	0	26500
55	VimalBajoria	non-promoter	0	26500	0	26500
56	Himesh Gupta	non-promoter	0	26500	0	26500
57	Leena Mehta	non-promoter	0	26500	0	26500
58	Kashish Gupta	non-promoter	0	20000	0	20000
59	Sankalp Gupta	non-promoter	0	15000	0	15000
60	Malu Gupta	non-promoter	0	15000	0	15000
61	Suman Gupta	non-promoter	0	15000	0	15000
62	Brij Gupta	non-promoter	0	20000	0	20000
63	Diksha Gupta	non-promoter	0	15000	0	15000
60	SonalBajoria	non-promoter	0	26500	0	26500
	TOTAL		147200	343796	4163051	4876847

E. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sr. No	Category of Shareholder	Pre-Preferential Issue Shareholding		Post-Preferential Issue Shareholding (Proposed) (After allotment of equity shares)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
(A)	Promoter and Promoter Group				
1	Indian	147200	39.78	167596	3.44
2	Foreign	0	0	0	0

3	Bodies Corporate	126950	34.31	126950	2.60
	Sub Total (A)	274150	74.09	294546	6.04
(B)	Public Shareholding				
1	<u>Institutions</u>				
(i)	Mutual Funds/ UTI	0	0	0	0
(ii)	Financial Institutions/ Banks	0	0	0	0
(iii)	Insurance Companies	0	0	0	0
(iv)	Foreign institution investors	0	0	0	0
(v)	Foreign Venture Capital Investors	0	0	0	0
	Sub Total (B1)	0	0	0	0
2	<u>Non-Institutions</u>				
(i)	Individuals	79350	21.45	4565801	93.62
(ii)	Body corporates	16500	4.46	16500	0.34
(iii)	Others (Including NRIs)	0	0	0	0
	Sub Total (B2)	95850	25.91	4582301	93.96
	Total Public Shareholding Sub – Total B (B1+B2)	95850	25.91	4582301	93.96
	GRAND TOTAL (Total Shareholding)	370000	100	4876847	100

F. Important terms and conditions:

- i. The total subscription amount, payable by the Investors, shall be paid prior to the allotment of the Issue of Shares.
- ii. The allotment of Equity Shares are subject to the Investors not having sold any Equity Shares of the Company during the six months preceding the Relevant Date (defined below) and the investors not acquiring any Equity Shares until completion of the allotment of the Issue of Shares under the proposed preferential issue.
- iii. Under Chapter VII of the SEBI ICDR Regulations, issue of Equity Shares on a preferential basis shall be made at a price not less than higher of:
 - a. The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 26 weeks preceding the Relevant Date or
 - b. The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 2 weeks preceding the Relevant Date;

Or

In case of Infrequent trading in shares, at a price of Rs. 37.76 as per the valuation report given by the Chartered Accountant based on the book value of equity shares, comparable trading multiples & such other parameters.

- iv. "Stock Exchange" for this purpose shall mean BSE being the stock exchange on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date. The Company's shares are listed only on The Bombay Stock Exchange.
- v. The equity shares will be allotted in accordance with the price determined in terms of Regulations. Since the Company is listed on BSE Limited, the trading volume of Equity Shares of the Company on the stock exchanges will be considered to determine the highest trading volume for computation of issue price. As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the Regulations, the Equity Shares allotted shall continue to be locked in till the time such amounts are paid by them.

G. Proposed time within which the allotment shall be completed:

The Issue Shares shall be allotted within a period of 15 days from the date of passing of the resolution provided that if the approval or permission by any regulatory authority for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.

H. Change in control:

There shall be no change in management control of the Company pursuant to the issue of equity shares.

I. Lock in:

The Shares shall be issued in Dematerialized Form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations;

The Board recommends the resolution for approval of the members of the Company as a special resolution for ratifying the earlier resolution.

PLACE: MUMBAI
DATED: 21.07.2017

FOR AND ON BEHALF OF THE BOARD

Sd/-
SMT. SMRITI RANKA
(MANAGING DIRECTOR)
DIN: 00338974

DIRECTORS' REPORT

To the Members,

Your directors have pleasure in presenting Thirty Third (33rd) Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2017.

FINANCIAL RESULTS:

(₹In Lakhs)		
Particulars	31 st March, 2017	31 st March, 2016
Income from Operations & Other income	93.66	66.92
Less: Expenses	113.34	44.13
Net Profit / (Loss) before Tax	(19.68)	22.79
Less: Taxes, Prior years adjustments, Deferred tax etc.	4.53	13.27
Net Profit / (loss) after tax	(24.21)	9.53
Add / Less Profit/(Loss) Brought forward	82.01	74.39
Add/Less: Profit/(Loss) for the year after adjusting for appropriations & WDV of Fixed Assets	-	1.91
Balance carried to Balance Sheet	57.80	82.01

OPERATIONS:

During the year under review, the Company has recorded the higher total income of ₹93.66 Lakhs as compared to ₹66.92 Lakhs for the previous year and Net Loss after tax of ₹24.20 Lakhs for the year as compared to the profit of ₹9.53 Lakhs in the previous year.

DIVIDEND:

In view of loss in the business of the company for the year, your Directors have not recommended any dividend.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2017 was ₹.487.68 Lakhs during the year under review.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY AND ITS FUTURE OPERATIONS

There are no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status or future operations of the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman of the Company. The Internal Auditor appointed by the Company viz. M/s. Naveen Bajaj and Associates, 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. The Audit Committee of the Board, addresses significant issues raised by both the Internal Auditors and Statutory Auditors.

DIRECTORS&KEY MANAGERIAL PERSONNEL (KMP):

During the financial year, Shri Anil Vrijdas Rajkotia was appointed as Company Secretary, of the company at the Board Meeting held on 14.05.2016, who resigned from the post w.e.f. 10.04.2017 and Smt. Krishna Tela was appointed as Company Secretary in his place at the Board Meeting held on 10.04.2017.

As per the provisions of the Companies Act, 2013, Shri Jagdish Prasad Khandelwal, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his-appointment.

The necessary resolution for his appointment is also being placed before the members for their consideration at the forthcoming Annual General Meeting.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

DECLARATION BY INDEPENDENT DIRECTORS

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 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and SEBI Listing Regulations and the relevant rules. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and Rules made thereunder and are independent of the Management.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS:

During the year, 6 (Six) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

CONSERVATION OF ENERGY:

The Company's operations are not energy-intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.

TECHNOLOGY ABSORPTION:

Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year. However, your company continues to upgrade its technology (computer technology and telecom infrastructure) in ensuring that it is connected with its clients across the globe.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review, there was no foreign exchange earnings or out flow.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

Your Company continues to take new initiatives to further align its HR policies to meet the growing needs of its business. People development continues to be a key focus area of the Company.

DIRECTOR RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) and 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY 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. There are some materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The disclosure of material Related Party Transaction in FORM AOC-2 is given in Annexure A to this report.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Board Directors and the designated employees have confirmed compliance with the Code.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.jumbofinance.co.in

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing

with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members have confirmed compliance with the Code.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Regulation 25 of the Listing Regulations, 2015, the Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board constituted Committee Meetings pertaining to business and performance updates of the Company, global business environment, business strategies and risks involved. Directors attend training programmes/conferences on relevant subject matters and keep themselves abreast of the latest corporate, regulatory and industry developments.

STATUTORY AUDITORS:

M/s. Bhatte & Co., Chartered Accountants, Mumbai, (Firm Reg No. 131092W) the auditors of the Company has been appointed by the Shareholders at the Thirty Second Annual General Meeting of the Company held on 29th September, 2016 for a period of 4 years i.e. upto conclusion of Thirty Sixth Annual General Meeting of the Company subject to ratification by Shareholders at every Annual General Meeting as per the provisions of the Companies Act, 2013 [Act] Pursuant to the Act, Members are requested to consider ratification of their appointment and authorize the Board of Directors including Audit Committee thereof to fix their remuneration for the FY 2017-18.

STATUTORY AUDITORS' REPORT:

There are no qualifications, reservation or adverse remark or disclaimer made by statutory auditor in his report. The observations made by the Statutory Auditors in their report for the financial year ended 31st March, 2017 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Pankaj & Associates, a firm of company Secretaries in practice, to undertake the Secretarial Audit of the Company. The Secretarial Audit report of the Company for the financial year ended 31st March, 2017 in the prescribed form MR-3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure B".

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. There are no major observations made by the Auditor in the Report except the following:

1. Under Section 101 of Companies Act, 2013 the company failed to send notice of AGM to most of the shareholders either in writing or electronic mode.

2. Under Section 139 of Companies Act, 2013, the company has filed Form ADT-1 for appointment of Auditor for the period of 1 year (i.e. FY 2016-17) with Registrar of Companies, whereas the Company in its 32nd AGM has appointed the Auditor for the period of 5 years (i.e. for the FY 2016-17 upto 2019-20).
3. Under Section 177(10) of Companies Act, 2013, the Company has a vigil mechanism named Fraud and Risk Management Policy, but the details of establishment of such mechanism has not been disclosed on the website of the company.
4. Rule 10 of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires every listed company to give advertisement for Closure of register of members in at least one vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least one in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated.
5. Rule 20 (3) (v) of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires the Company to publish the Notice of E-voting in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and at least once in English language in an English Newspaper having a wide circulation in that district.
6. Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to give advertisement in Newspaper for intimation of Board Meeting in which the financial results will be considered and approved along with the Publication of financial results in newspapers, which was complied only for the last quarter of the financial year.
7. As per requirement of Secretarial Standard on Board meetings (SS-1), & General Meetings (SS-2), the maintenance & preservation of minutes of Board & General Meetings are not strictly followed.
8. As per Companies Act, 2013 and other applicable rules, the company has not maintained Statutory Registers.

However, the company would ensure in future that all the provisions are complied to the fullest extent.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

PARTICULARS OF EMPLOYEES:

None of the employees of the Company draws remuneration more than the limits prescribed under the Companies Act, 2013.

REMUNERATION DETAILS PURSUANT TO COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND OTHER APPLICABLE PROVISIONS

There are no employees in the company, hence the said provision is not applicable.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure "D" and Annexure E, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Listing Regulations.

CHANGE OF THE REGISTRAR & SHARE TRANSFER AGENTS OF YOUR COMPANY:

During the financial year 2016-17, the division of System Support Services (your Company's erstwhile Registrar & Transfer Agent,) was merged with Link Intime India Pvt. Ltd.

The Board of Directors of your Company, at their meeting held on 13th December, 2016, has confirmed the appointment of Link Intime India Pvt. Ltd., as the Registrar and Share Transfer Agent of the Company with effect from 15th December, 2016.

ACKNOWLEDGEMENTS:

Your Board of Directors would like to place on record its sincere appreciation for the whole hearted support and contributions made by Auditors, Banks, Financial Institutions, Suppliers and other Business Associates towards the conduct of the operations of the Company

PLACE: MUMBAI
DATED: 21.07.2017

FOR AND ON BEHALF OF THE BOARD

Sd/-
SMT. SMRITI RANKA
(MANAGING DIRECTOR)
DIN: 00338974

Sd/-
J. P. KHANDELWAL
(DIRECTOR / CFO)
DIN: 00457078

Annexure A
Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

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

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

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

(a) Name(s) of the related party and nature of relationship:

1. M/s Star Enterprises - Partnership Firm (Enterprises over which Key Management Persons Have significant influence)
2. M/s. Trishul Traders Private Limited – Body Corporate (Enterprises over which Key Management Persons Have significant influence).
3. Kapri Traders Private Limited - Body Corporate (Enterprises over which Key Management Persons Have significant influence).
4. Pride Mercantiles Private Limited - Body Corporate (Enterprises over which Key Management Persons Have significant influence).

(b) Nature of transactions: Directors Salary, Rent Paid and Loan Accepted.

(c) Duration of the transactions: April 16- March 17

(d) Salient terms of the transactions including the value, if any: Directors Salary, Rent Paid and Loan Accepted at arm's length basis. (for details of transactions during the year refer Note 21: Related Party Disclosures (AS - 18) of Notes to Financial Statements for the year ended 31st March, 2017.)

(e) Date(s) of approval by the Board, if any: 28/05/2016

(f) Amount paid as advances, if any: NIL

For and on behalf of the Board of Directors

Sd/-
SMRITI RANKA
(MANAGING DIRECTOR)
DIN: 00338974

Sd/-
J. P. KHANDELWAL
(DIRECTOR / CFO)
DIN: 00457078.

Annexure B
Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2017

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

To,
The Members,
Jumbo Finance Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jumbo Finance Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Jumbo Finance Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Jumbo Finance Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rule and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(No instances for compliance requirements during the year);**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) 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;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, **(No instances for compliance requirements during the year);**
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, **(No instances for compliance requirements during the year);**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(No instances for compliance requirements during the year);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, **(No instances for compliance requirements during the year);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **(No instances for compliance requirements during the year);** and
6. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking Non-Banking Financial Companies with classification as a 'Loan Company'; which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses:

- 1. Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE Limited);
- 2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 3. The Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 & SS-2).

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

- 1. Under Section 101 of Companies Act, 2013 the company failed to send notice of AGM to most of the shareholders either in writing or electronic mode.
- 2. Under Section 139 of Companies Act, 2013, the company has filed Form ADT-1 for appointment of Auditor for the period of 1 year (i.e. FY 2016-17) with Registrar of Companies, whereas the Company in its 32nd AGM has appointed the Auditor for the period of 5 years (i.e. for the FY 2016-17 upto 2019-20).
- 3. Under Section 177(10) of Companies Act, 2013, the Company has a vigil mechanism named Fraud and Risk Management Policy, but the details of establishment of such mechanism has not been disclosed on the website of the company.

4. Rule 10 of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires every listed company to give advertisement for Closure of register of members in at least one vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least one in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated.
5. Rule 20 (3) (v) of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires the Company to publish the Notice of E-voting in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and at least once in English language in an English Newspaper having a wide circulation in that district.
6. Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to give advertisement in Newspaper for intimation of Board Meeting in which the financial results will be considered and approved along with the Publication of financial results in newspapers, which was complied only for the last quarter of the financial year.
7. As per requirement of Secretarial Standard on Board meetings (SS-1), & General Meetings (SS-2), the maintenance & preservation of minutes of Board & General Meetings are not strictly followed.
8. As per Companies Act, 2013 and other applicable rules, the company has not maintained Statutory Registers.

We have relied on the representations made by the Company and its Officers for the system and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in Annexure II.

We further report that

The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

Majority decisions were carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no major specific events / actions, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

Date: 21.07.2017

Place: Mumbai

Sd/-

Pankaj & Associates

Practicing Company Secretary:

ACS No.: 3398

C.P.No.: 4098

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

Annexure I (Integral part of Secretarial Audit Report)

To,
The Members,
Jumbo Finance Limited,

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

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

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

6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 21.07.2017
Place: Mumbai

Sd/-
Pankaj S. Desai
Practicing Company Secretary:
ACS No.: 3398
C.P.No.: 4098

Annexure II

Other laws applicable specifically to the Company:

- a) Reserve bank of India Act, 1934

Other General Laws Applicable to the company:

- 1) Professional Tax Act, 1975 and Rules
- 2) Income Tax Act, 1961
- 3) Finance Act, 1994

ANNEXURE-C

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L65990MH1984PLC032766
ii	Registration Date	26/04/1984
iii	Name of the Company	JUMBO FINANCE LIMITED
iv	Category/Sub-category of the Company	Company limited by shares/ Indian Non- Government Company
v	Address of the Registered office & contact details	Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063.
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/S. LINK INTIME INDIA PVT. LTD, C 101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI – 400083. TEL: 022-49186270 FAX: 022-49186060 E-MAIL:rnt.helpdesk@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Non Banking Financial Activities	-	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Trishul Traders Private Limited	U51900MH1989PTC051900	ASSOCIATE	2.60%	2(6)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	147200	20396	167596	3.44	147200	20396	167596	3.44	-	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	126950	-	126950	2.60	126950	-	126950	2.60	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	274150	20396	294546	6.04	274150	20396	294546	6.04	-	-
(2) Foreign										
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter										
(A)= (A)(1)+(A)(2)	274150	20396	294546	6.04	274150	20396	294546	6.04	-	-
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-	-
(2) Non Institutions										
a) Bodies corporates	14500	2000	16500	0.34	14500	2000	16500	0.34	-	-
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	151646	151646	3.11	-	151646	151646	3.11	-	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	4414155	4414155	90.51	-	4414155	4414155	90.51	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
i) Non Resident Individuals	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	14500	4567801	4582301	93.96	14500	4567801	4582301	93.96	-	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	14500	4567801	4582301	93.96	14500	4567801	4582301	93.96	-	-
C. Shares held by Custodian for GDRs & ADRs										
	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	288650	4588197	4876847	100.00	288650	4588197	4876847	100.00	-	-

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Smt. Smriti Ranka	167596	3.44	-	167596	3.44	-	0.00
2	M/s. Trishul Traders Pvt Ltd	126950	2.60	-	126950	2.60	-	0.00
	Total	294546	6.04	-	294546	6.04	-	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING NO CHANGE

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholdings (No. of Shares)		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	SAGAR KUMAR SAVALIA	3,55,000	7.28	-	-	3,55,000	7.28
2	RASIK SAVALIA	3,50,000	7.18	-	-	3,50,000	7.18
3	BRIJESH VRAJLAL MAVANI	3,00,000	6.15	-	-	3,00,000	6.15
4	PRAFUL MANJIBHAI KAPUPARA	3,00,000	6.15	-	-	3,00,000	6.15
5	USHABEN PRAFUL KAPUPARA	3,00,000	6.15	-	-	3,00,000	6.15
6	ATUL MANJIBHAI KAPUPARA	3,00,000	6.15	-	-	3,00,000	6.15
7	ARUNA ATUL KAPUPARA	3,00,000	6.15	-	-	3,00,000	6.15
8	VISHWAKUMAR CHHATTANI	3,00,000	6.15	-	-	3,00,000	6.15
9	SAMEER CHATURVEDI	2,65,704	5.45	-	-	2,65,704	5.45
10	DEEPIKA SAMEER CHATURVEDI	2,58,758	5.31	-	-	2,58,758	5.31

(v) Shareholding of Directors & KMP

Name	For Each of the Directors & KMP	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
Smt. Smriti Ranka	At the beginning of the year	167596	3.44	167596	3.44
	No Change During the Year	-	-	-	-
	At the end of the year	167596	3.44	167596	3.44

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	300000000	-	300000000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	300000000	-	300000000
Change in Indebtedness during the financial year				
Additions	-	17317655	-	17317655
Reduction	-	-	-	-
Net Change	-	17317655	-	17317655
Indebtedness at the end of the financial year				
i) Principal Amount	-	47317655	-	47317655
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	47317655	-	47317655

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the Managing Director	Total Amount
1	Gross salary	SMT. SMRITI RANKA	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
1		Shri. Prem Chand Parakh	Shri. Dhananjay Vithal Pednekar	
		Independent Non-Executive Directors	Independent Non-Executive Directors	
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	0	0	0
2	Other Non Executive Directors	Shri. Shreyans Sachin Ranka		
	(a) Fee for attending board committee meetings	0		0
	(b) Commission	0		0
	(c) Others, please specify.	0		0
	Total (2)	0		0
	Total (B)=(1+2)	0		0
	Total Managerial Remuneration	0		0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel & Directors		
		SHRI. JAGDISH KHANDELWAL	MR. ANIL V. RAJKOTIA	Total
		CFO & Executive Director	Company Secretary	
1	Gross Salary	387800	95226	483026
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission as % of profit others, specify	-	-	
5	Others, please specify	-	-	
	Total	387800	95226	483026

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure D

MANAGEMENT DISCUSSION AND ANALYSIS:

A. Industry Structure and Development

The Company is engaged in business of Non-Banking Financial Services (i.e. granting of loans, making investments, etc).

B. Opportunities and Threats

There are high opportunities and no threats in the company.

C. Segment-wise Performance

The Company is engaged in only one business i.e. Non-Banking Financial Services (granting of loans, making investments, etc.) and hence segment-wise performance is not provided.

D. Outlook

The outlook for the Company's business is very bright because of the opportunities for investment in the current market conditions is high.

E. Risk and Concerns

Competitive scenarios in investment sector are the major areas of risk and concern for your Company.

F. Internal Control Systems and their Adequacy

The Company has satisfactory internal control system, the adequacy of which has been mentioned in the Auditors' Report.

G. Human Resources

In the field of Human Resources, The Company will develop speedily control departments and hired qualified people for the same.

ANNEXURE-E

REPORT ON CORPORATE GOVERNANCE

In accordance with the Listing Agreements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') with BSE the report containing the details of the corporate governance systems and processes at Jumbo Finance Limited is as follows:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy of Corporate Governance is aimed at strengthening the confidence among shareholders, customers, employees and ensuring a long term relationship of trust by maintaining transparency and disclosures. The Company is aiming at efficient conduct of the business in meeting its obligations to the shareholders.

The Company has adopted a Code of Conduct as required under Listing Regulations with the stock Exchanges. The Directors have confirmed compliance with the code of conduct for the year ended 31st March, 2017.

The relevant standards of Corporate Governance have been fully complied by the Company.

2. BOARD OF DIRECTORS:

Composition and size of the Board:

The present strength of the Board is 5. The Board comprises of Managing Director & CFO as Executive Director, and Three Non-Executive Directors out of which Two are Independent Directors. The size and composition of the Board confirms with the requirements of Corporate Governance under the Listing Regulations and applicable laws. The Independent Non-Executive Directors of the Company do not have any other material or pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which in the judgment of the Board may affect independence of judgments of the Directors. Non-Executive Directors are not paid any remuneration.

No. of Board Meetings held during the year along with the dates of meetings

In the financial year 2016-17, the Board met 6 (Six) times. The Board Meetings were held on 14.05.2016, 28.05.2016, 12.08.2016, 15.11.2016, 13.12.2016 and 13.02.2017. The Annual General Meeting for the financial year 2015-16 was held on 29th September, 2016.

Attendance of Directors at the Board Meetings and last Annual General Meeting

The Composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting as also the number of other directorships and committee memberships are given below:

Directors	Category	Shares Held	Attendance Particular		No. of other Directorship and Committee Membership/ Chairmanship held		
			Board Meeting	Last AGM	Director ships**	Committee Memberships +	Committee Chairmanship
Smt. Smriti Ranka	MD	167596	6	Yes	11	0	0
Shri. Shreyans Sachin Ranka	NED	0	6	Yes	1	0	0
Shri. J.P. Khandelwal	CFO & ED	0	6	Yes	9	3	0
Shri. Prem Chand Parakh	ID	0	6	Yes	2	3	3
Shri. Dhananjay Vithal Pednekar	ID	0	6	Yes	1	3	0

**Including Directorships in Jumbo Finance Limited

+ Committees considered are Stakeholders Relationship Committee., Audit committee, Nomination and Remuneration Committee in Jumbo Finance Limited

C: Chairman; MD: Managing Director; WTD: Whole Time Director; NED: Non – Executive Director, CFO: Chief Financial Officer, ID: Independent Director; Directors who are Chairperson of the Committee have been included in list of members as well.

The Board periodically reviews compliance reports of all laws applicable to the company as well as steps taken by the Company to rectify instances of non compliances, if any.

None of the Board of Directors is a Member of more than 10 Board level Committees or Chairman of more than 5 such committees as required under Listing Regulations, across all Companies in which they are Directors.

3. AUDIT COMMITTEE:

Terms of Reference, Composition:

The term of reference of this committee covers the matters specified for Audit Committee under Regulation 18 of the Listing Regulations. The Chairman of Audit Committee is Shri. Prem Chand Parakh, Independent Director of the Company. The terms of reference of the Audit Committee include:

1. Oversight of the company'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 company;
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. Qualifications 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 or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, 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 case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Audit Committee meetings were held on 28.05.2016, 12.08.2016, 15.11.2016 and 13.02.2017. The Composition of Audit Committee and attendance at its meetings is given hereunder:

Members	Position	No. of Meetings attended
Shri. Prem Chand Parakh	Chairman	4
Shri. Dhananjay Vithal Pednekar	Member	4
Shri. J.P. Khandelwal	Member	4

The statutory auditors were the invitees to the above meetings.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Company has setup a nomination & remuneration committee for the said purpose. The Nomination and Remuneration Committee comprises of Shri. Prem Chand Parakh, Shri. Dhananjay Vithal Pednekar and Shri. J. P. Khandelwal. Shri. Prem Chand Parakh was the Chairman of Nomination and Remuneration Committee. The main function of the Committee is to determine the remuneration payable to the Executive Directors. The remuneration committee has met once during the year.

A. Terms of Reference

- a. Formulate criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel, and other personnel.
- b. Identifying and assessing potential individuals with reference to their expertise, skills, qualifications, attributes and personal and professional standing for appointment / reappointment as Directors/Key managerial Personnel in the Company.
- c. Support the Board of Directors for formulating policies for evaluation of performance of directors.
- d. Recommend compensation payable to the Executive Directors, Directors and Senior Managerial Personnel.

B. Appointment and Remuneration Policy

The Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Key Managerial Personnel and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors.:

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independence nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level. Details of Remuneration paid to Directors and Key Managerial Personnel of the Company is as follow:

The remuneration of the Executive Directors is recommended by the remuneration committee based on factors such as industry benchmarks, the Company's performance etc. Shri J. P. Khandelwal, CFO & Executive Director of the Company is the only Director drawing remuneration in total of Rs. 387800/- during the year.

Non-Executive Directors:

The Company currently does not pay any compensation and sitting fees to Non-Executive Directors.

Mr. Anil Rajkotia was paid Rs. 95,226/- during his term as Company Secretary of the Company.

The Committee met on 10/05/2016 for recommend appointment & remuneration of Mr. Anil Rajkotia as Company Secretary.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of three Directors, Shri. Prem Chand Parakh, Shri. Dhananjay Vithal Pednekar and Shri. J.P. Khandelwal. Shri. Prem Chand Parakh was the Chairman of Stakeholders' Relationship Committee. Shri. J. P. Khandelwal is the Compliance Officer of the Company. There are no complaints that have remained un-redressed. The brief terms of reference of Stakeholders Relationship Committee are as under:

1. To oversee the share transfer process;
2. To monitor the redressal of stakeholders' grievances;
3. To consider and approve issue of share certificates on requests for duplicate certificates, consolidation of folios etc;
4. To do all such acts, deeds, matters and things as may be necessary or expedient for performing any of the above acts.

The members met 4 (Four) times during the financial year. The meetings were held on 28.05.2016, 12.08.2016, 15.11.2016 and 13.02.2017.

6. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the independent Directors of the Company met on 18.03.2016 interalia, to discuss:

- Review the performance of non-independent directors and the Board as a whole.
- Reviewed the performance of the Chairperson of the Company.
- Assessed the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonable perform their duties.

7. DETAILS OF GENERAL BODY MEETINGS

Financial Year	Day and Date	Time
2015-2016	Friday, 29/09/2016	11.00 a.m.
2014-2015	Monday, 30/09/2015	11.00 a.m.
2013-2014	Monday, 29/09/2014	4.00 p.m.

8. LOCATION:

All the above General Meetings were held at the Company's Registered Office at Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai-400063.

9. DISCLOSURES:

- A. There are related party transactions made by the Company with its promoters, Directors or Management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is regularly placed before the Board for its approval. The transactions with the related parties are disclosed in the notes to accounts in the Annual Report.

B. During the last three years, there were no strictures or penalties imposed by Securities and Exchange Board of India. The Company's shares are now regularly traded on the BSE.

C. Code of Conduct:

The Board of Directors of the Company has laid down two separate Codes of Conducts – one for Directors and other for Senior Management and Employees.

All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year review. A declaration signed by Managing Director to this effect is annexed to this report.

D. CEO / CFO Certification:

As required under Regulation 17 (8) of the Listing Regulations, the Managing Director and CFO of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and matters related to internal control etc. in the prescribed format for the year ended 31st March, 2017.

10. MEANS OF COMMUNICATION:

1. The Company's quarterly results or official news are displayed on the Company's website. There were no presentations made to the institutional investors or to the analysts.
2. The Management Discussion and Analysis Report form a part of this Annual Report.

11. GENERAL SHAREHOLDER INFORMATION:

- | | |
|---|---|
| a. AGM Day, Date, Time, Venue : | Friday, 18 th August, 2017 at 11.00 a.m. at Office No. 805, 8th Floor, 'A' Wing, Corporate Avenue, Sonawala Road, Goregaon (East), Mumbai- 400063. |
| b. Financial Calendar : | 01.04.2016 to 31.03.2017 |
| c. Unaudited Financial Results : | 1st Quarter- 28.05.2016
2nd Quarter-15.11.2016
3rd Quarter- 13.02.2017
4th Quarter- 10.04.2017 |
| d. Book Closure Period : | 10.08.2017 to 18.08.2017(Both days inclusive). |
| e. Dividend Payment Date: | NA |
| f. The shares are not traded since June, 1995. | The last close price in the month of June, 1995 was Rs. 17.00. |
| g. Listing on Stock Exchange at: | The Bombay Stock Exchange, Mumbai, Phiroze Jeejee By Towers, Dalal Street, Mumbai – 400001. |
| | The Equity Shares of the Company are listed at the following Stock Exchanges: |
| h. Stock/ Company/ Security/ Common Code: | The Bombay Stock Exchange, Mumbai
BSE Code: 511060. |
| i. Registrar and Transfer Agents: | In Compliance with the SEBI Directive for all listed companies to have a common agency to handle physical |

and electronic share registry work, the Company has appointed M/s. Link Intime India Pvt. Ltd. as the Registrar and Transfer Agent. Accordingly all documents, transfer deeds, Demat requests and other communications in relation thereto should be addressed to the R & T at its offices at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Tel No. 49186270, Email id: rnt.helpdesk@linkintime.co.in. Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respect.

j. Distribution of Shareholding as on 31st March, 2017:

Distribution of Shares	Number of Shareholders	% to total no.	Number of Shares	% to total
1 - 10	-	-	-	-
11 - 25	-	-	-	-
26 - 50	109	57.07	5450	0.11
51 - 100	5	2.62	500	0.01
101 - 500	-	-	-	-
501 - 1000	3	1.57	2600	0.05
1001 - 5000	2	1.05	6800	0.14
5001 - 10000	20	10.47	138296	2.84
10001 - 100000	37	19.37	683637	14.02
100001 & Above	15	7.85	4039564	82.83
Total	191	100.00	4876847	100.00

k. Shareholding Pattern of the Company as on 31st March, 2017:

Sr. No.	Holders	Physical Forms	Electronic Form	Total No. of Shares	% of total
1.	Promoters	20396	274150	294546	6.04
2.	NRI/OCBs	-	-	-	-
3.	Bodies Corporate	2000	14500	16500	0.33
4.	Financial Institution	-	-	-	-
5.	Indian Public	4565801	-	4565801	93.63
	TOTAL	4588197	288650	4876847	100.00

l. Dematerialization of Shares & Liquidity:

5.91% of the Company's share capital is dematerialized as on 31st March, 2017. The Company's shares are not regularly traded on the BSE, The last trading was done in the month of June, 1995.

Address for Correspondence:

Registrar & Transfer Agents

M/s. Link Intime India Pvt. Ltd.
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400083.
Tel No. 49186270,
Email id: rnt.helpdesk@linkintime.co.in

OR

The Company At

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

FOR AND ON BEHALF OF THE BOARD

PLACE: MUMBAI

DATED: 21.07.2017

Sd/-

**SMT. SMRITI RANKA
(MANAGING DIRECTOR)**

DIN: 00338974

CERTIFICATE OF CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE

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 2016-17 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 Jumbo Finance Limited

Sd/-

J. P. Khandelwal
CFO

Place: Mumbai

Date: 21.07.2017

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of Jumbo Finance Limited,

We have examined the compliance of Corporate Governance by Jumbo Finance Limited for the year ended March 31, 2017 stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

Bhatter & Co.
Chartered Accountant
Firm Reg. No.131092 W

Sd/-
(D. H. Bhatter)
Proprietor
Membership No. 16937
Place: Mumbai
Date: 21.07.2017

Independent Auditor's Report

To the Members of

Jumbo Finance Limited

We have audited the accompanying standalone financial statements of **Jumbo Finance Limited** ("the Company"), which comprises the Balance sheet as at March 31, 2017, the statement of Profit and Loss, the Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Standalone Financial Statement:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) In the case of the balance sheet, of the state of affairs of the company as at 31st March 2017
- (b) In the case of the statement of profit and loss, of the profit for the year ended on that date and
- (c) In the case of the cash flow statement of the cash flows for the year ended on that date.

Report on other legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" to the Independent Auditor's report a statement on the matters Specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the act, we report that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose 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) As per information given to us, there is no Branch Office of the company and hence no report on accounts of branch office is applicable;
- (d) The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account and returns;
- (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (f) In our opinion, there are no observations and comments which have any adverse effect on the functioning of the company;
- (g) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act;
- (h) In our opinion, there are no qualifications, reservation or adverse remark relating to the maintenance of the accounts and other matters connected therewith;
- (i) 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 B" to the Independent Auditor's Report.
- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our Information and according to the explanations given to us:

- i) The Company does not have any pending litigations which would impact its financial position;
- ii) The Company has no material foreseeable losses on long term contracts (including derivative contracts) and hence for the same the company has not made any provision;
- iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
- iv) The Company has provided requisite disclosures in the standalone financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to December, 2016, on the basis of information available with the Company. Based on audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management. – Refer Note 31.

Place: Mumbai
Date: 21-072017

For Bhatte & Co.,
Chartered Accountants
FRN: 131092W

Sd/-
D.H Bhatte
Proprietor
Membership No: 016937

Annexure A to the Independent Auditor's Report

Jumbo Finance Limited

(Referred to in paragraph "Report on other legal and Regulatory Requirements")

- i) In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information;
 - b. As explained to us, all the fixed assets have been physically verified by the management in phased periodical manner, which in our opinion is reasonable, having regards to the size of the company and nature of its assets. As Informed to us no material discrepancies were noticed on such physical verification;
 - c. According to the information and explanation given to us, the company does not have any immovable property hence this sub-clause is not applicable;
- ii) There are no Inventories in the Company accordingly clause (ii) of the said Order is not applicable;
- iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause (iii) (a), clause (iii) (b) and clause (iii) (c) of paragraph 3 of the order are not applicable;
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security;
- v) In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public. Therefore, the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India are not applicable;
- vi) We have been informed that the maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013;
- vii) According to the information and explanations given to us in respect of statutory and other dues:
 - a. Undisputed statutory dues, including Income Tax and other material statutory dues as applicable have generally been regularly deposited by the company during the year with the appropriate authorities;
 - b. According to the information & explanation given to us no undisputed amounts payable in respect of such statutory dues were outstanding as at March 31, 2017 for a period of more than six months from the date they became payable;
- viii) According to the information and explanation given to us and as per the records of the Company examined by us, the Company has not defaulted in repayment of dues to financial institution. The Company has neither availed any assistance from Banks or Government nor has issued any debentures. Accordingly, the additional reporting under Paragraph 3 (viii) of the Order is not applicable;

- ix) According to the information and explanation given to us, the company has not raised money by way of Initial Public offer or Further Public offer (including Debt Instrument) and by way of Term Loan;
- x) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management;
- xi) According to the information and explanation given to us, the Company paid or provided Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii) The provisions of Nidhi Company under Nidhi Rules, 2014 are not applicable.
- xiii) During the course of our examination of the books and records of the company, all transactions with related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc., as required by Applicable Accounting Standards.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi) According to the information and explanation given to us, the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has already obtained the required registration.

Place: Mumbai
Date: 21-07-2017

For Bhatte & Co.,,
Chartered Accountants
FRN: 131092W

Sd/-
D.H Bhatte
Proprietor
Membership No: 016937

Annexure B to Independent Auditors' Report

(Referred to in paragraph (f) of "Report on other legal and Regulatory Requirements")

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

We have audited the internal financial controls over financial reporting of Jumbo Finance Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 judgment, 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, 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, 2017, 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.

Place: Mumbai
Date: 21-07-2017

For Bhatler & Co.,
Chartered Accountants
FRN: 131092W

Sd/-
D.H Bhatler
Proprietor
Membership No: 016937

JUMBO FINANCE LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2017**

	Notes	As at 31-03-2017 ₹	As at 31-03-2016 ₹
I	<u>EQUITY AND LIABILITIES</u>		
1	<u>Shareholders' Fund</u>		
Share Capital	2	4,87,68,470	4,87,68,470
Reserves and Surplus	3	13,36,72,454	13,60,93,370
		<u>18,24,40,924</u>	<u>18,48,61,840</u>
2	<u>Current Liabilities</u>		
Short Term Borrowings	4	4,73,17,655	3,00,00,000
Other Current Liabilities	5	15,83,627	7,74,192
Short Term Provisions	6	-	8,15,426
Total		<u>23,13,42,206</u>	<u>21,64,51,458</u>
II	<u>ASSETS</u>		
1	<u>Non Current Assets</u>		
Fixed Assets	7	31,920	43,524
Non Current Investments	8	13,78,16,609	12,93,48,524
Deferred tax Assets	9	12,957	16,158
Long Term Loans and Advances	10	8,81,22,008	8,00,00,000
		<u>22,59,83,494</u>	<u>20,94,08,206</u>
2	<u>Current Assets</u>		
Cash and Cash Equivalent	11	1,90,238	39,49,531
Short Term Loans and Advances	12	50,95,979	30,19,782
Other Current Assets	13	72,495	73,939
		<u>53,58,712</u>	<u>70,43,252</u>
Total		<u>23,13,42,206</u>	<u>21,64,51,458</u>

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

For and on behalf of the Board**BHATTER & CO.**

Chartered Accountants

Firm Regn. No. 131092W

Smriti Ranka
(DIN-00338974)

Managing Director

Shreyans Ranka
(DIN-06470710)

Director

D.H.Bhatter
Proprietor
Membership No. 16937J.P.Khandelwal
(DIN-00457078)

Director cum CFO

Place: Mumbai
Date:21-07-2017Krishna Tela
(Membership no.-19780)

Company Secretary

JUMBO FINANCE LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

	Notes	Year ended 31-03-2017 ₹	Year ended 31-03-2016 ₹
I INCOME			
Revenue from Operations	14	93,66,017	66,89,302
Other Income	15	-	2,933
Total Revenue		93,66,017	66,92,235
II EXPENSES			
Employee Benefit Expenses	16	4,88,484	3,76,022
Depreciation & Amortisation Expenses	17	11,604	11,604
Other Expenses	18	21,63,181	24,22,311
PMS Expenses	19	24,13,545	6,78,176
Finance Costs		62,56,918	9,24,590
Total Expenses		1,13,33,732	44,12,703
III Profit before Exceptional Items and Tax		(19,67,715)	22,79,531
IV Profit before Tax		(19,67,715)	22,79,531
Less: Tax Expenses			
Current Tax		4,50,000	13,27,000
Deferred Tax		3,201	69
Earlier years adjustments		-	(351)
		4,53,201	13,26,718
V Profit for the period		(24,20,916)	9,52,813
VI Earnings per Equity Share before/after Extra ordinary Items	22		
(Nominal Value of share Rs.10/- each)			
Basic		(0.50)	0.37
Diluted		(0.50)	0.37

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

For and on behalf of the Board**BHATTER & CO.**

Chartered Accountants

Firm Regn. No. 131092W

Smriti Ranka

(DIN-00338974)

Managing Director

Shreyans Ranka

(DIN-06470710)

Director

J.P.Khandelwal

(DIN-00457078)

Director cum CFO

D.H.Bhatter

Proprietor

Membership No. 16937

Place: Mumbai

Date:21-07-2017

Krishna Tela

(Membership no.19780)

Company Secretary

JUMBO FINANCE LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

1. Significant Accounting Policies

1.1 Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the *Companies (Accounting Standards) Rule, 2006, (as amended)* and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

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 Accounting Standard (AS-9) "Revenue Recognition".

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 split, 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.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result 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 **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.

1.9 **Contingent Liabilities**

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence 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.

2.0 **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.

2.1 **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.

2.2 **Miscellaneous Expenditure :**

Preliminary expenditure is written off in the year in which it is incurred, in accordance with provision of Accounting Standard – 26 “Intangible Assets”.

JUMBO FINANCE LIMITED
Notes to Financial Statements for the year ended 31st March, 2017

	31-03-2017 ₹	31-03-2016 ₹
2. Share Capital		
Authorized Shares		
7,000,000 (31 March 2015: 7,000,000) Equity Shares of ₹ 10 each	7,00,00,000	7,00,00,000
	7,00,00,000	7,00,00,000
Issued, Subscribed and fully paid up Shares		
48,76,847 (31 March 2015: 370,000) Equity Shares of ₹ 10 each	4,87,68,470	4,87,68,470
Total	4,87,68,470	4,87,68,470

2.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period
Equity Shares:

	31-03-2017		31-03-2016	
	Nos.	₹	Nos.	₹
At the beginning of the period	48,76,847	4,87,68,470	3,70,000	37,00,000
Add: Addition during the year	-	-	45,06,847	4,50,68,470
Outstanding at the end of the period	48,76,847	4,87,68,470	48,76,847	4,87,68,470

2.2 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 2017, the amount of per share dividend recognized as distributions to equity shareholders was Rs.NIL (31st March 2016 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.

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

	31-03-2017		31-03-2016	
	Nos.	%	Nos.	%
Equity Shares of ₹ 10/- each fully paid up				
Kruti Nirav Thakkar	2,45,000	5.02%	2,45,000	5.02%
Sameer Chaturvedi	2,65,704	5.45%	2,65,704	5.45%
Deepika Sameer Chaturvedi	2,58,758	5.31%	2,58,758	5.31%
Nirav Thakkar	2,50,000	5.13%	2,50,000	5.13%
Rasik Savalia	3,50,000	7.18%	3,50,000	7.18%
Sagarkumar Savalia	3,55,000	7.28%	3,55,000	7.28%
Brijesh Vrajlal Mavani	3,00,000	6.15%	3,00,000	6.15%
Pratful Manjibhai Kapupara	3,00,000	6.15%	3,00,000	6.15%
Ushaben Pratful Kapupara	3,00,000	6.15%	3,00,000	6.15%
Atul Manjibhai Kapupara	3,00,000	6.15%	3,00,000	6.15%
Aruna Atul Kapupara	3,00,000	6.15%	3,00,000	6.15%
Vishwakumar Chattani	3,00,000	6.15%	3,00,000	6.15%

3. Reserve and Surplus

	31-03-2017 ₹	31-03-2016 ₹
3.1 Capital Reserve		
Balance as per the last financial statements	66,570	66,570
Closing Balance	66,570	66,570
3.2 Securities Premium		
Balance as per the last financial statements	12,75,30,073	24,20,000
Add: Addition during the year	-	12,51,10,073
Closing Balance	12,75,30,073	12,75,30,073
3.3 Surplus in the Statement of Profit and Loss		
Balance as per the last financial statements	82,01,008	74,38,758
Add: Profit for the year:	(24,20,916)	9,52,813
Less: Appropriations	-	1,90,563
Net Surplus in the Statement of Profit and Loss	57,80,091	82,01,008
3.4 Reserve fund under Section 45 I C(1) of Reserve Bank of India Act, 1934		
Balance as per the last financial statements	2,95,719	1,05,156
Add: Amount transferred from surplus balance in the Statement of Profit and Loss	-	1,90,563
Closing Balance	2,95,719	2,95,719
Total Reserves and Surplus	Total 13,36,72,454	13,60,93,370

	31-03-2017 ₹	31-03-2016 ₹
4. Short Term Borrowings		
Unsecured loan and advances from related parties		
Kapri Traders Pvt.Ltd.	87,30,670	3,00,00,000
Pride Mercantiles Pvt.Ltd	81,68,308	-
Star Enterprises	1,00,00,000	-
	<u>2,68,98,978</u>	<u>3,00,00,000</u>
Unsecured loan from others		
Versha Gems Pvt.Ltd	2,04,18,677	-
	<u>2,04,18,677</u>	<u>-</u>
Total	<u>4,73,17,655</u>	<u>3,00,00,000</u>
5. Other Current Liabilities:		
Others payables		
Audit Fees payable	27,600	27,480
Expenses Payable	12,18,456	5,51,780
Profession Tax Payable	200	200
TDS Payable	3,37,371	1,94,732
Total	<u>15,83,627</u>	<u>7,74,192</u>
6. Short Term Provisions		
Income Taxes	-	8,15,426
(Net of Advance Taxes & TDS)		
Total	<u>-</u>	<u>8,15,426</u>
8. Non Current Investments		
Non-trade Investments		
(valued at cost unless stated otherwise)		
Unquoted		
Investment in Bonds		
189 bonds of ₹ 10000/- each (31 st March, 2016-189 bonds ₹ 10000/-each) ICICI Bank Bonds	18,90,000	18,90,000
Aggregate amount of Unquoted investment is ₹ 1,890,000/- as on 31.03.2017 (31 st March, 2016: ₹ 1,890,000/-)		
Sub Total	<u>18,90,000</u>	<u>18,90,000</u>
Investment in Equity Shares(Quoted)		
19326(P.Y.Nil) Equity Shares of Sequent Scientific Ltd	22,94,591	
4077(P.Y.1555) Equity Shares of Tata Motors Ltd	14,68,222	4,93,918
15441(P.Y.3575) Equity Shares of Bank of Baroda	21,64,360	4,92,507
1120 (P.Y.659) Equity Shares of AIA Engineering Ltd	9,37,260	4,97,826
429(P.Y.429) Equity Shares of Larson & Toubro Ltd	4,91,296	4,91,296
2557(P.Y.697) Equity Shares of Vesuvius India Ltd	20,03,242	4,93,495
Nil (P.Y.1265) Equity Shares of Swelect Energy Systems Ltd	-	4,98,741
8248(P.Y.1615) Equity Shares of Sadbhav Engineering Ltd	21,50,172	4,07,186
12094(P.Y.Nil) Equity Shares of Skipper Ltd	17,21,900	-
6242(P.Y.500) Equity Shares of Grindwell Norton Ltd	20,01,223	3,07,954
2913(P.Y.1078) Equity Shares of JK Cement Ltd	15,91,290	5,00,389
24088(P.Y.7143) Equity Shares of Hindalco Industries Ltd	20,01,962	4,96,731
4080(P.Y.1197) Equity Shares of Ratnamani Metal & Tubes Ltd	19,52,006	5,02,894
8162(P.Y.Nil) Equity Shares of Hindustan Media Ventures Ltd	22,14,932	-
2786(P.Y.Nil) Equity Shares of MPS Ltd	19,32,148	-
Nil (P.Y.874) Equity Shares of Neuland Laboratories Ltd	-	5,41,046
4681(P.Y.874) Equity Shares of Tech Mahindra Ltd	24,15,000	4,02,246
750(P.Y.942) Equity Shares of Ajanta Pharma Ltd	11,08,639	14,12,559
1905(P.Y.1522)Equity Shares of Amar Raja Batteries Ltd	17,74,913	14,41,098
1549(P.Y.1792)Equity Shares of Asian Paints Ltd	12,75,061	14,71,573
2798(P.Y.3190)Equity Shares of Astral Poly Technik Ltd	11,73,317	13,37,853
1957(P.Y.288) Equity Shares of Bajaj Finance Ltd	9,21,566	15,39,507
626(P.Y.393) Equity Shares of Bajaj Finserve Ltd	12,46,365	7,78,185
Nil (P.Y.1314) Equity Shares of Bharat Forge Ltd	-	11,97,214
584(P.Y.420) Equity Shares of Britannia Industries Ltd	17,95,865	13,32,213
Nil (P.Y.4594) Equity Shares of Dabur India Ltd	-	13,44,697
74(P.Y.85) Equity Shares of Eicher Motors Ltd	12,96,848	14,91,402
3905(P.Y.4751) Equity Shares of Havells India Ltd	10,08,753	12,27,294
1518(P.Y.1720) Equity Shares of Indusind Bank Ltd	14,49,987	16,42,937
1619(P.Y.2351) Equity Shares of Kotak Mahindra Bank Ltd	12,01,235	15,52,558
1240(P.Y.1116) Equity Shares of Lupin Ltd	22,37,689	20,60,325
5513(P.Y.5916) Equity Shares of Motherson Sumi Systems Ltd	13,76,076	14,64,587
2504(P.Y.2504) Equity Shares of P I Industries Ltd	15,23,487	15,23,487
130(P.Y.130) Equity Shares of Page Industries Ltd	18,41,712	18,41,712
1969(P.Y.2694) Equity Shares of Pidlite Industries Ltd	11,32,547	15,34,716
91(P.Y.70) Equity Shares of Shree Cement Ltd	11,75,883	6,17,255
32(P.Y.Nil) Equity Shares of MRF Ltd	16,94,392	-
4869(P.Y.Nil) Equity Shares of M.M.Forging Ltd	22,42,382	-
11345(P.Y.Nil) Equity Shares of Navkar Corporation Ltd	22,63,724	-
2911(P.Y.Nil) Equity Shares of Zyodus Wellness Ltd	23,78,910	-
31191(P.Y.Nil) Equity Shares of Snowman Logistic Ltd	22,54,004	-
1491(P.Y.Nil) Equity Shares of Chotamandlam Inv. and Finance Co.Ltd.	14,62,615	-
11670(P.Y.Nil) Equity Shares of Welspun India Ltd.	10,34,806	-
2687(P.Y.1931) Equity Shares of Sun Pharmaceutical Industries Ltd	17,15,927	16,81,369
Sub Total	<u>6,59,26,311</u>	<u>3,48,18,771</u>
Investment in Units of Mutual Fund(Quoted)		
Nil (P.Y.2639.7270) Goldman Sachs Liquid Exchange Traded Scheme	-	26,39,753
0.2960(P.Y.Nil) R'Shares Liquid BeEs	298	-
323304.333(P.Y.323304.333) Axis Long Term Equity Fund -Growth	1,00,00,000	1,00,00,000
1008698.342(P.Y.1008698.342) Franklin India High Growth Companies Fund	3,00,00,000	3,00,00,000
Nil(P.Y.293944.738) BNP Paribas Equity Fund-Growth	-	2,00,00,000
1029159.520(P.Y.1029159.520) ICICI Prudential Focused Bluechip Equity Fund-Growth	3,00,00,000	3,00,00,000
Sub Total	<u>7,00,00,298</u>	<u>9,26,39,753</u>
Total	<u>13,78,16,609</u>	<u>12,93,48,524</u>
Aggregate Market Value of Quoted Investment		
Equity Shares	8,32,96,585	3,54,43,516
Mutual Funds	8,14,22,681	8,68,89,462

	31-03-2017 ₹	31-03-2016 ₹
9. Deferred Tax Assets / (Liabilities) (Net)		
Deferred Tax Assets	16,158	16,227
Excess of WDV of assets as per Income Tax over Book value of the Assets	(3,201)	(69)
Gross deferred tax asset	12,957	16,158
Net deferred tax assets /(liabilities)	Total	Total
	12,957	16,158
10. Long Term Loans and Advances		
Unsecured, Considered Good	8,76,83,260	8,00,00,000
Advance Tax - Net of Provisions	4,38,748	-
Total	8,81,22,008	8,00,00,000
11. Cash and Cash equivalents		
Cash on hand	39,412	34,908
Balance with banks:		
In Current Accounts	1,50,826	39,14,623
Total	1,90,238	39,49,531
12. Short Term Loans and Advances		
Advance against expenses	9,42,177	9,42,177
ASK Investment Managers Pvt.Ltd -Pool a/c	9,18,268	9,57,481
Centrum Broking Ltd	32,35,534	11,06,689
Dividend Receivable	-	6,412
J M Financial Inst Securities	-	7,023
Total	50,95,979	30,19,782
13. Other Current Assets		
Interest Receivable		
On Bonds	72,495	72,495
Prepaid expenses	-	1,444
Total	72,495	73,939

JUMBO FINANCE LIMITED
Notes to Financial Statements for the year ended 31st March, 2017

	31-03-2017	31-03-2016
	₹	₹
14. Revenue from Operations		
14.1 Sale of Services		
Long Term Profit/(Loss)	(1,32,026)	-
Short Term Profit/(Loss)	3,01,713	49,832
	<u>1,69,687</u>	<u>49,832</u>
14.2 Interest Income		
On Bonds	1,89,000	1,89,000
On Fixed Deposits	1,879	2,64,293
On Loan	86,27,260	60,51,437
	<u>88,18,139</u>	<u>65,04,730</u>
14.3 Dividend Income		
On Equity Shares	3,49,620	1,25,013
On Mutual Fund	28,571	9,727
	<u>3,78,191</u>	<u>1,34,740</u>
Total	<u>93,66,017</u>	<u>66,89,302</u>
15. Other Income		
Interest on Income Tax Refund	-	2,933
Total	<u>-</u>	<u>2,933</u>
16. Employee Benefit Expenses		
Salaries	4,83,026	3,73,933
Staff Welfare	5,458	2,089
Total	<u>4,88,484</u>	<u>3,76,022</u>
17. Depreciation & Amoutisation Expenses		
Depreciation	11,604	11,604
Total	<u>11,604</u>	<u>11,604</u>
18. Other Expenses		
Rent	3,30,000	3,22,500
Conveyance	38,501	33,848
Electricity expenses	36,670	46,750
Communication expenses	28,472	31,670
Payment to Auditor (Refer details below)	27,600	27,480
Secretrial Audit Fees	17,500	35,000
Internal Audit fees	5,000	10,000
Repairs & Maintenance	31,595	28,533
Registrar Fees	45,059	44,658
Listing Fees	2,29,000	2,24,720
Legal and Professional Charges	95,000	15,43,220
Preferential Allotment of Shares Expenses	9,42,177	-
Miscellaneous Expenditure	6,806	4,267
Website Expenses	8,130	7,865
Depository Charges	29,780	22,879
Office expenses	3,966	6,137
Printing and Stationary	5,470	9,924
Filing Fees	21,000	17,200
Profession Tax	5,000	5,000
Bank charges	526	660
Loss on Sale of Mutual Fund	2,55,929	-
Total	<u>21,63,181</u>	<u>24,22,311</u>
Payment to Auditor		
As Auditor		
Audit Fees	24,000	24,000
Reimbursement of Service Tax	3,600	3,480
	<u>27,600</u>	<u>27,480</u>
19. PMS Exp.		
Account opening charges	1,725	1,425
Custodian fees	26,329	5,283
Management fees	19,04,340	1,72,465
Other charges	7,082	1,729
Security Transaction Charges	66,065	36,303
Service Tax	35,880	4,470
Upfront Fees	3,72,125	4,56,500
Total	<u>24,13,545</u>	<u>6,78,176</u>

JUMBO FINANCE LIMITED

7. Tangible Assets

	Computers	Office Equipments	Air Conditioner	Furniture & Fixtures	Total
At Cost					
At 31 March, 2016	4,81,354	4,750	33,240	1,63,076	6,82,420
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
At 31 March, 2017	4,81,354	4,750	33,240	1,63,076	6,82,420
Depreciation					
At 31 March, 2016	4,81,354	4,750	33,240	1,19,552	6,38,896
Charge for the year	-	-	-	11,604	11,604
Transfer to Retained Earning	-	-	-	-	-
Disposals	-	-	-	-	-
At 31 March, 2017	4,81,354	4,750	33,240	1,31,156	6,50,499
Net Block					
At 31 March, 2016	-	-	-	43,524	43,524
At 31 March, 2017	-	-	-	31,920	31,920

JUMBO FINANCE LIMITED**Notes to Financial Statements for the year ended 31st March, 2017****20. Segment Information (AS - 17)**

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 Accounting Standard 17 "Segment Reporting". Therefore, Segment Information as required by Accounting Standard - 17 "Segment Reporting" is not applicable.

21. Related Party Disclosures (AS - 18)**Name of related parties and related party relationship:****a) Information in respect of Related Parties:****i) Key Management Personnel :**

Smriti Ranka	Managing Director
Shreyans Ranka	Director
J.P. Khandelwal	Director cum CFO
Anil V Rajkotia (Upto April 10,	Company Secretary

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

M/s Star Enterprises
Trishul Traders Private Limited
Kapri Traders Private Limited
Pride Mercantiles Private Limited

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

Nature of Transactions	2016-17	2015-16
<i>i) Key Management Personnel</i>		
Salaries	4,83,026	3,73,933
<i>ii) Enterprises owned or significantly influenced by any management personnel or their relatives:</i>		
Rent Paid	3,30,000	3,22,500
Interest Paid	62,56,918	9,24,590
Interests Payable	8,48,978	-
Loan Outstanding	2,60,50,000	3,00,00,000
Loans Accepted	4,88,50,000	3,00,00,000
Loans Repaid	5,28,00,000	-

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

22. In accordance with Accounting Standard - 20 (AS - 20) Earnings per Share, the computation of earnings per share is set out below :

Particulars	31st March 2017	31st March 2016
Weighted average number of Equity Shares of Rs. 10/- each, fully paid up	48,76,847	25,56,249
Number of shares at the end of the period	48,76,847	48,76,847
Adjusted Weighted average number of shares outstanding during the period	48,76,847	25,56,249
Net Profit/(Loss) after tax available for equity shareholders	(24,20,916)	9,52,813
Basic Earnings Per Share (In Rs.)	(0.50)	0.37

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

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

There are no contingent liability as on balance sheet for which the company is required to make provision in the books of accounts.

25. 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.**Particulars****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	4,73,17,655	-
e) Commercial Paper	-	-
f) Other Loans (Short Term Borrowings from Related Party)	-	-
Total	4,73,17,655	-

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	9,32,17,987
3	Breakup of Leased Assets 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) Repossessed 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	6,59,26,311
	(b) Preference	Nil
	ii) Debentures and Bonds	Nil
	iii) Units of mutual funds	7,00,00,298
	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	18,90,000
	iii) Units of mutual funds	Nil
	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	Nil	Nil
2. Other than related parties	Nil	9,32,17,987	Nil
Total	Nil	9,32,17,987	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	16,66,09,265	13,78,16,609
Total	16,66,09,265	13,78,16,609
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

26. 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.

27. 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.
28. Rule 20 (3) (v) of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires the Company to publish the Notice of E-voting in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated.
29. Rule 10 of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires every listed company to give advertisement for Closure of register of members in at least one vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least one in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated.
30. 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.

31. Disclosure in respect of Specified Bank Notes held and transacted:-

Particulars	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	13,000	886	13,886
(+) Permitted Receipts	-	50,000	50,000
(-) Permitted Payments	-	600	600
(-) Amount deposited in Banks	13,000	-	13,000
Closing cash in hand as on 30.12.2016	-	50,286	50,286

32. 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

For and on behalf of the Board

BHATTER & CO.

Chartered Accountants
Firm Regn. No. 131092W

Smriti Ranka
(DIN-00338974) Managing Director

Shreyans Ranka
(DIN-06470710) Director

D.H.Bhatter
Proprietor
Membership No. 16937
Place: Mumbai
Date : 21/07/2017

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, 2017

Amount in ₹

	PARTICULARS	2016-2017		2015-2016	
A.	CASH FLOW FROM OPERATING ACTIVITIES				
	Net profit / (loss) before Tax		(19,67,715)		22,79,531
	Add/(Less) Adjustments :				
	Earlier Year Adjustment		-		351
	Dividend Income		(3,78,191)		(1,34,740)
	Preferential allotment of shares expenses		9,42,177		-
	Depreciation		11,604		11,604
	Operating Profit before working capital changes		(13,92,125)		21,56,748
	Trade and other receivables	(16,36,005)		(15,85,063)	
	Trade and other payables	8,09,435	(8,26,570)	6,01,974	(9,83,089)
	Cash flow from operations before tax paid		(22,18,695)		11,73,659
	Less : Direct Taxes paid (net of refund)		(17,04,174)		(4,87,897)
	Net Cash flow from Operating Activities		(39,22,869)		6,85,762
B.	CASH FLOW FROM INVESTING ACTIVITIES				
	Dividend Income	3,78,191		1,34,740	
	Investments made during the year	(3,74,20,493)		(12,74,58,524)	
	Investments sold during the year	2,89,52,408			
	Preferential allotment of shares expenses	(9,42,177)			
	Loan given during the year	-		-	
	Net Cash used in Investing Activities		(90,32,071)		(12,73,23,785)
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Equity Shares Issued	-		4,50,68,470	-
	Securities premium received on issue of shares	-		12,51,10,073	-
	Loans borrowed during the year	3,85,86,985		3,00,00,000	-
	Loan repaid	(2,12,69,330)		-	
	Loan recovered	-		1,00,00,000	
	Loans given	(81,22,008)		(8,00,00,000)	13,01,78,543
			91,95,647		13,01,78,543
	Net Cash flow from Financing Activities		-		-
	Net increase / (decrease) in Cash and Cash equivalent (A+B+C)		(37,59,293)		3540520
	Cash and Cash equivalents as at April 1		39,49,531		4,09,012
	Cash and Cash equivalents as at March 31		1,90,238		3949532

Notes:

1 Cash & Cash equivalents comprises of

i) Cash on hand

39,412

34,908

ii) Bank Balances in current account

1,50,826

39,14,623

Total

1,90,238

39,49,531

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

For and on behalf of the Board

BHATTER & Co.

Chartered Accountants

Firm Regn. No. 131092 W

Smriti Ranka
(DIN-00338974)

Managing Director

Shreyans Ranka
(DIN-06470710)

Director

J.P.Khandelwal
(DIN-00457078)

Director cum CFO

D.H.Bhatter
Proprietor
Membership No. 16937
Place : Mumbai
Date : 21-07-2017

Krishna Tela
(Membership 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.**

33rd Annual General Meeting – 18th August, 2017

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

Name of the Shareholder/Proxy (s): _____

Folio No.....

Address: _____

DP ID*

No. of Shares held: _____

Client Id*

I/We hereby record my/our presence at the 33rd 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 Friday, the 18th August, 2017 at 11.00 a.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

33rd ANNUAL GENERAL MEETING – Friday, 18th August, 2017

Name of the Member (s):

Registered Address:

Email Id:

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 falling him;

2. Name _____ Address _____

Email Id _____ Signature _____ or falling him;

3. Name _____ Address _____

Email Id _____ Signature _____ or falling him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, the 18th August, 2017 at 11.00 a.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.	Adoption of Financial Statements for the year ended 31st March, 2017, Reports of the Directors and Auditors.		
2.	To appoint a Director in place of Shri. Jagdish Prasad Khandelwal (DIN: 00457078), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of Appointment of Auditors and fix their remuneration.		
	SPECIAL BUSINESS:		
4.	To Issue & allot Equity Shares of the Company on Preferential basis.		

Signed this _____ day of _____, 2017

Signature of

Shareholder _____

Signature of Proxy

holder(s) _____

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, Explanatory Statement and Notes, please refer to the Notice of 33rd 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.