

**JLA INFRAVILLE SHOPPERS LIMITED**



**2015**

**2<sup>ND</sup> ANNUAL REPORT**

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	<b>Mr. Jawahar Lal Agarwal</b> Executive Director
	Mr. Vivek Gupta <b>Managing Director</b>
	Mr. Avanish Kumar <b>Non-Executive Independent Director</b>
	Mr. Nitin Kumar Omar <b>Non-Executive Independent Director</b>
	Ms. Purvi Misra <b>Non-Executive Independent Director</b>
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	Mr. Gaurav Srivastava
<b>CHIEF FINANCIAL OFFICER</b>	Ms. Kratika Agarwal
<b>STATUTORY AUDITOR</b>	V. P. Aditya & Company
<b>SECRETARIAL AUDITOR</b>	Mr. Satyam Omar
<b>INTERNAL AUDITOR</b>	Mr. Himanshu Jain
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate Sakivihar Road, Sakinaka, Andheri (E) Mumbai-400072
<b>REGISTERED OFFICE</b>	No. 9, Fourth Floor, 4 <sup>th</sup> Cross, H. Siddiah Road, Bangalore-560027 Ph. No. 080-64500131
<b>CORPORATE OFFICE</b>	7/109, Swaroop Nagar, Kanpur- 208002

Content	Page No
Directors Report	1
Annexure to Direrctor Report	13
Manangement discussion & Analysis	37
Corporate Governance Report	39
General Shareholders information	51
Financial information	57
Notice of the AGM	73

# DIRECTORS REPORT

**Dear Shareholders,**

Your Board of Directors has pleasure in presenting the 2<sup>nd</sup> Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2015. With the introduction of new Companies Act, 2013 the company has made appropriate disclosures in this Board report with the objective of accountability and transparency in the working of the Company and to make you aware about the working and future perspective of the Company.

## 1. FINANCIAL SUMMARY OR HIGHLIGHTS

### RESULTS OF OUR OPERATIONS (STANDALONE)

(Rs.)

<b>PARTICULARS</b>	<b>Year ended March 31<sup>st</sup>, 2015</b>	<b>Period ended March 31<sup>st</sup>, 2014</b>
	<b>(Amount in Rs.)</b>	<b>(Amount in Rs.)</b>
Net Sales/Income from operations	61,94,025.00	5,35,889.00
Other Operating Incomes	0.00	0.00
Other Incomes	28,26,728.00	3,81,061.00
Total Revenue	90,20,753.00	9,16,950.00
Total Expenses	1,19,33,476.00	6,96,616.00
Net Profit Before Taxation	-29,12,723.00	2,20,334.00
DTA/Tax Expenses:	8,97,100.00	-68,647.00
Profit For The Period	-20,15,623.00	1,51,687.00
Surplus-Opening Balance	1,51,687.00	-
Addition during the year	-20,15,623.00	1,51,687.00

<b>APPROPRIATIONS</b>		
Amount transferred to General Reserve	-	-
Interim Dividend	-	-
Dividend	-	-
Total Dividend	-	-
Dividend Tax	-	-
Surplus- Closing Balance	-18,64,324.00	1,51,687.00
Earnings Per Share:		
Basic	-0.41	0.24
Diluted	-0.41	0.24

## **2. DETAILED REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES**

There is no subsidiary of the company.

## **3. INFORMATION ON STATUS OF AFFAIRS OF THE COMPANY**

Information on the operational, financial performance, etc. of the Company is given in the Management Discussion and Analysis Report, which is annexed to this Report and has been prepared in accordance with Clause 52 of the Listing Agreement.

## **4. CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of the business of the Company during the financial year 2014-15.

## **5. DIVIDEND(S)**

Your Directors have recommended no Dividend.

## **6. FIXED 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.

## **7. CHANGE IN SHARE CAPITAL DURING THE FINANCIAL YEAR 2014-15**

The Company has increased its Authorized Share Capital from Rs. 4, 90, 00, 0000/- to Rs. 6, 50, 00,000/- during the financial Year 2014-15.

## **8. DIRECTORS**

**Mr. Jawahar Lal Agarwal, (DIN 02648829)** Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

## **9. INITIAL PUBLIC OFFER (IPO)**

As you are aware that your Company brought an issue (opening date- 16<sup>th</sup> October, 2014 closing date- 27<sup>th</sup> October, 2014) aggregating to Rs. 2 Cores comprising of 20 Lacs equity shares of Rs. 10/- each.

We are pleased to inform you that the issue closed successfully with a record subscription and the company got listed on 12<sup>th</sup> November, 2014 on SME Platform of BSE.

## **10. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, your Directors, based on the representation received from the Operating Management and after due enquiry, confirm that :

- (i)** In the preparation of the annual accounts for the financial year ended on 31<sup>st</sup> March, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;
- (ii)** The selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015 and of the Loss of the Company for that period.
- (iii)** Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv)** The annual accounts have been prepared on a 'going concern' basis.
- (v)** The Internal financial controls have been laid by the Company and such financial controls are adequate and were operating effectively.
- (vi)** Proper systems had been devised in compliance with the provision of the all applicable laws and such systems were adequate and operating effectively.

## **11. CORPORATE GOVERNANCE REPORT**

Pursuant to Clause 52 of the Listing Agreement, the report on Corporate Governance together with the Practising Company Secretary Certificate on compliance in this regard and Managing Director's declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

## **12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report as required under the Listing Agreements with the Stock Exchanges is annexed and forms part of the Directors' Report.

### **13. AUDITORS REPORT**

There are no qualifications in Auditors Report.

### **14. DETAILS OF THE STOCK EXCHANGES WHERE THE SHARES ARE LISTED**

The Company's Equity Shares are presently listed at the following Stock Exchanges:

**Bombay Stock Exchange Ltd. (BSE), SME Platform**

The Company has paid Annual Listing Fee of the concerned Stock Exchange.

### **15. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

There is no subsidiary company of the Company.

### **16. EXTRACT OF ANNUAL RETURN IN FORM NO. MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134 (3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

In compliance with the above said section the extract of the Annual Return have been annexed with this board report in form MGT-9 as **Annexure - I**.

### **17. NUMBER OF MEETINGS OF THE BOARD**

There were Nineteen (19) meetings of the Board of Directors held during the financial year 2014-15. Details of each meeting of the Board of Directors have been provided under Corporate Governance Report, which forms part of this Annual Report.

### **18. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013**

Presently the Company has three Independent and Non- Executive Directors namely Mr. Avanish Kumar, Mr. Nitin Kumar Omar and Ms. Purvi Misra who have given declaration that they meet the eligibility criteria of independence as provided in sub-section (6) of Section 149.

### **19. DISCLOSURE IN RELATION TO THE VIGIL MECHANISM**

The Board of Directors of your Company in its meeting held on 5<sup>th</sup> November, 2014 has adopted the Vigil Mechanism Policy. The Vigil Mechanism Policy is uploaded on company's website [www.infraville.info](http://www.infraville.info)

### **20. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY**

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the Compliance of which have been affirmed by all Board Members and Senior Management of the Company. The required declaration to this effect signed by CEO, i.e. Managing Director is appended as a separate Annexure to this report.

## 21. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulation, 1992, as amended in February, 2002, the Board of Directors of the Company has formulated the Code of Conduct for prevention of Insider Trading in the Shares of the Company by its Directors and Employees. Same can also be found on company's website [www.infraville.info](http://www.infraville.info)

## 22. DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178 (3)

The Board of Directors of your Company in its meeting held on 14th July, 2014 has constituted the Nomination and Remuneration Committee. Details of the Nomination and Remuneration Committee and Nomination and Remuneration Policy have been provided under Corporate Governance Report, which forms part of this Annual Report. Same can also be found on company's website [www.infraville.info](http://www.infraville.info)

## 23. COMPOSITION OF AUDIT COMMITTEE

The composition of Audit Committee as on **31st March, 2015** is as under:

<b>Composition of Audit Committee as on 31<sup>st</sup> March, 2015</b>			
<b>Name of the Director(s)</b>	Ms. Purvi Misra (DIN 06858875)	Mr. Nitin Kumar Omar (DIN 06863527)	Mr. Jawahar Lal Agarwal (DIN 02648829)
<b>Designation</b>	Chairperson	Member	Member
<b>Category</b>	Independent Director	Independent Director	Executive Director

Details of the composition of the Audit Committee, its meeting, power, role etc. have been provided under Corporate Governance Report, which forms part of this Annual Report.

## 24. CORPORATE SOCIAL RESPONSIBILITY POLICY

The Company do not fall under the categories of the companies as mentioned under section 135 of Companies Act, 2015 and rule 8 (1) of Companies (CSR POLICY) Rules, 2014, therefore we still have not made any CSR policy.

## 25. EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) AND CLAUSE 49 IV (B)

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has Carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.



The manner in which the evaluation has been carried out has been provided under Corporate Governance Report, which forms part of this Annual Report.

## **26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

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 are given in the notes to the financial statements.

## **27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES IN THE ANNEXUED FORM AOC-2.**

The company has adopted a related party transaction policy which is also available on the company's website [www.infraville.info](http://www.infraville.info). In the policy, material contracts has been defined as any contract or transaction or arrangement are considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the company.

As there are no such transactions has been entered by the company so no AOC-2 is required to be given in this report.

## **28. THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

**Ms. Purvi Misra (DIN- 06858875)** has been appointed on 7th May, 2014 as an Independent and Non-Executive Director and a Women Director as per the requirement of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014 as approved by the Board of Directors and shareholders of the company.

Ms Purvi is a Chartered Accountant. She holds a Bachelor's degree in commerce. She has more than three years of experience in accounts & finance.

**Mr. Avanish Kumar (DIN- 06852656)** has been appointed on 7th May, 2014 as an Independent and Non-Executive Director as per the requirement of Companies Act, 2013 and Rule 4 of Companies (Appointment and Qualifications of Directors) Rules, 2014 as approved by the Board of Directors and shareholders of the company.

Mr. Avanish is a Chartered Accountant. He holds a Bachelor's degree in commerce. He has more than three years of experience in accounts & finance.

**Mr. Nitin Kumar Omar (DIN- 06863527)** has been appointed on 7th May, 2014 as an Independent and Non-Executive Director as per the requirement of clause 49 of Listing Agreement and Rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014 as approved by the Board of Directors and shareholders of the company.

Mr. Nitin is a Chartered Accountant. He holds a Bachelor's degree in commerce. He has more than three years of experience in accounts, finance and teaching.

**Mr. Vivek Gupta (DIN- 06669721)** has been appointed on 7th May, 2014 as Managing Director and as per the requirement of Companies Act, 2013 and Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as approved by the Board of Directors and shareholders of the company.

Mr. Vivek is software Engineer. He holds a bachelor's degree in science.

**Ms. Kratika Agarwal (PAN- BMTPA3288A)** has been appointed on 11th April, 2014 as Chief Financial Officer as per the requirement of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as approved by the Board of Directors and shareholders of the company.

Ms Kratika is an MBA. She holds a bachelor degree in commerce.

**Mr. Gaurav Srivastava (PAN- EWMP56938B)** has been appointed on 11th April, 2014 as Company Secretary as per the requirement of Companies Act, 2013 and Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as approved by the Nomination and Remuneration Committee and Board of Directors.

Mr. Gaurav is a Company Secretary. He is the member of the Institute of Company secretaries of India. He has more than 2 years experience in the relative field.

**Ms. Meena Agarwal (DIN- 02649280)** resigned from the directorship of the company with effect from 10th May, 2014.

## **29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

## **30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an independent Internal Control System, commensurate with the size, scale and Complexity of its operations. The Audit Committee of the Company has been delegated power to review the internal control systems and its adequacy.

The Audit Committee 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 and its branches.

### 31. AUDITORS

#### 1) Statutory Auditors

The Statutory Auditors i.e. M/s V. P. Aditya & Company, Chartered Accountants, Kanpur appointed on 7th May, 2014 by the shareholders of the company.

#### 2) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Satyam Omar, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith. There are no qualifications in the Report of Secretarial Auditor.

#### 3) Internal Auditor

The Company had appointed Mr. Himanshu Jain as the Internal Auditor of the Company for the FY- 2014-2015.

### 32. DISCLOSURES PURSUANT TO SECTION 197 (12) AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The company has given remuneration according to the remuneration policy formulated by the Company.

#### 1) THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION OF THE COMPANY FOR THE FY 2014-2015

S.NO	NAME	DESIGNATION	CTC	MEDIAN EMPLOYEE SALARY	RATIO
1	Jawahar Lal Agarwal	Director	0	10000	0
2	Vivek Gupta	Managing Director	290000	10000	29:1
3	Purvi Misra	Independent Director	0	10000	0
4	Nitin Kumar Omar	Independent Director	0	10000	0
5	Avanish Kumar	Independent Director	0	10000	0

**2) THE PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IN THE FINANCIAL YEAR 2014-2015**

S. No.	Name	Designation	Remuneration Paid in FY 2013-2014	Remuneration Paid in FY 2014-2015	Change	Percentage	Remarks
1.	Vivek Gupta	Managing Director	NA	290000	290000	100%	Appointed as MD in FY2014-15
2.	Jawahar Lal Agarwal	Director	0	0	0	0.00%	No Change
3.	Purvi Misra	Independent Director	NA	0	0	0.00%	Became Director in FY 2014-15
4.	Nitin Kumar Omar	Independent Director	NA	0	0	0.00%	Became Director in FY 2014-15
5.	Avanish Kumar	Independent Director	NA	0	0	0.00%	Became Director in FY 2014-15
6.	Gaurav Srivastava	Company Secretary	NA	180000	180000	100%	Appointed in FY2014-15
7.	Kratika Agarwal	Chief Financial Officer	NA	180000	180000	100%	Appointed in FY2014-15

**3) THE PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR**

The details of percentage increase in the median remuneration of employees in the Financial Year are as follows:-

Median (Common employees between Apr-14 & Mar-15)			
Remuneration of Apr-14 (Total earning + Employer PF)	Remuneration of Mar-15 (Total earning + Employer PF)	Increase	Percentage
10000	10000	0	0.00%

**4) THE EXPLANATION ON THE RELATIONSHIP BETWEEN AVERAGE INCREASE IN REMUNERATION AND COMPANY PERFORMANCES**

<b>Total remuneration paid in FY 2013-2014</b>	<b>Total remuneration paid in FY 2014-2015</b>	<b>Average Increase in Remuneration</b>	<b>Revenue in the FY 2013-2014</b>	<b>Revenue in the FY 2014-2015</b>
1,12,000	9,19,733	721%	9,16,950.00	90,20,753.00

**COMPANY PERFORMANCE**

<b>PARTICULARS</b>	<b>FINANCIAL YEAR 2013-2014</b>	<b>FINANCIAL YEAR 2014-2015</b>
<b>TOTAL REVENUE</b>	9,16,950.00	90,20,753.00
<b>PROFIT BEFORE TAX</b>	2,20,334.00	-29,12,723.00
<b>PROFIT AFTER TAX</b>	1,51,687.00	-20,15,623.00

There is 883.77% increase in the revenue of the Company from the previous financial Year and there is a loss after tax of the Company. The increase in the remuneration is because of the increase in the number of employees and this can be justified as the company was incorporate on 9th October, 2013.

**5) COMPARISON OF THE REMUNERATION OF THE KEY MANAGERIAL PERSONNEL AGAINST THE PERFORMANCE OF THE COMPANY**

The comparison of the remuneration of the Key Managerial Personnel against the performance of the company has been explained below:

<b>Remuneration of the KMP</b>	<b>Total Revenue in FY 2013-2014</b>	<b>Total Revenue in FY 2014-2015</b>	<b>% Increase in Revenue</b>
6,50,000	9,16,950.00	90,20,753.00	883.77%

**6) AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION**

The details relating to the average percentile increase in the salary from last financial year is as follows:

<b>Average percentile increase in remuneration paid to employee excluding key managerial personnel for the FY 2013-2014</b>	<b>Average percentile increase in remuneration paid to employee excluding key managerial personnel for the FY 2014-2015</b>	<b>Average percentile increase in remuneration paid to key managerial personnel for the FY 2013-2014</b>	<b>Average percentile increase in remuneration paid to key managerial personnel for the FY 2014-2015</b>
NA	240.83%	NA	100.00%

**7) THE KEY PARAMETERS FOR ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY THE DIRECTORS;**

There is no variable component in the remuneration availed by the Directors.

**8) THE RATIO OF REMUNERATION OF THE HIGHEST PAID DIRECTORS TO THAT OF THE EMPLOYEES WHO ARE NOT DIRECTORS BUT RECEIVE REMUNERATION IN EXCESS OF THE HIGHEST PAID DIRECTORS DURING THE YEAR**

There is no employee in the Company who receive remuneration in excess of the highest paid Director during the Year.

**33. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

Directors of the Company are not related to each other in accordance with section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

**34. DISCLOSURE ON NO. OF SHARES AND CONVERTIBLE DEBENTURES HELD BY NON-EXECUTIVE DIRECTORS**

No Equity share is held by the Non- Executive Director of the Company as on 31st March, 2015. No Convertible Debentures has been issued by the Company as on 31st March, 2015.

**35. DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134 (3) (1) OF THE COMPANIES ACT, 2013**

No material changes and commitments, have taken place between the end of the financial year of the company to which the balance sheet relates and the date of report, which affects the financial position of the Company.

**36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

Particulars relating to the conservation of energy, technology absorption given as Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 are not applicable to the Company due to the nature of the Company's business operations, being an Online Shopping Company.

There has been no Foreign Exchange outgo during the period under review.

## **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media .

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and looks forward to the continuance of this supportive relationship in future.

Your Directors also place on record their deep sense of appreciation for the devoted services of the employees during the year under review.

**For and on Behalf of the Board**

**Sd/-**

**Vivek Gupta  
(Managing Director)  
DIN: 06669721**

**Place: Bangalore**

**Date: 31/08/2015**



**CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO)/ CHIEF FINANCIAL OFFICER (CFO)**  
**(Pursuant to Clause 52 (V) of the Listing Agreement)**

To,  
**The Board of Directors**  
**JLA Infraville Shoppers Limited,**

We, Vivek Gupta, Managing Director and Kratika Agarwal, Chief Financial Officer (CFO) of the Company hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
  - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have not found any significant deficiencies in the design or operation of such internal controls.
- d. We have indicated to the Auditors and the Audit committee that there are:
  - I. No significant changes in internal control over financial reporting during the year;
  - II. No significant changes in accounting policies during the year; and
  - III. No instances of significant fraud have come to our notice, which involve the management or an employee of the Company having significant role in the Company's internal control system.

**For JLA Infraville Shoppers Ltd**

**Sd/-**  
**Vivek Gupta**  
**Managing Director**

**Sd/-**  
**Kratika Agarwal**  
**Chief Financial Officer**

**Date: 31/08/2015**  
**Place: Bangalore**

**DECLARATION BY THE MANAGING DIRECTOR OF THE COMPANY**

**TO,  
THE MEMBERS  
JLA INFRAVILLE SHOPPERS LIMITED**

Dear Members,

Pursuant to Compliance of Clause 52 of the Listing Agreement, we hereby declare that all the Board Members and senior management personnel have given their affirmation about the compliance with the code. The compliance certificates have been signed by all the board members and senior management personnel and given to the Company.

**For JLA Infraville Shoppers Ltd**

**Sd/-  
Vivek Gupta  
Managing Director**

**Date: 31/08/2015  
Place: Bangalore**

**DECLARATION BY INDEPENDENT DIRECTOR**  
**[Pursuant to Section 149(7) of Companies Act, 2013]**

To

**The Board of Directors  
JLA Infraville Shoppers Ltd  
No.9, Fourth Floor,  
4th Cross, H. Siddiah Road,  
Bangalore-560027**

**Dear Sirs,**

I, Purvi Misra, daughter of Mr. Chandra Prakash Misra, resident of 118/113, Kaushalpuri, Kanpur-208012, being an Independent Director of the Company, hereby declare that I meet the criteria of Independence as provided under section 149(6) of the Companies Act, 2013.

**PurviMisra**

**Sd/-**

**Independent Director  
JLA Infraville Shoppers Ltd**

**Date:** 19/05/2015

**Place:** Bangalore

**Declaration by Independent Director**  
**[Pursuant to Section 149(7) of Companies Act, 2013]**

**To**

**The Board of Directors  
JLA Infraville Shoppers Ltd  
No.9, Fourth Floor,  
4th Cross, H. Siddiah Road,  
Bangalore-560027**

**Dear Sirs,**

I, Avanish Kumar, son of Kailash Chandra Pandey, resident of Mo. Bajariya, Chhibramau, Kannauj being an independent director in the Company, hereby declare that I meet the criteria of Independence as provided under section 149(6) of the Companies Act, 2013.

**Avanish Kumar**

**Sd/-  
Independent Director  
JLA Infraville Shoppers Ltd**

**Date:** 19/05/2015

**Place:** Bangalore

**Declaration by Independent Director**  
**[Pursuant to Section 149(7) of Companies Act, 2013]**

**To**

**The Board of Directors  
JLA Infraville Shoppers Ltd  
No.9, Fourth Floor,  
4th Cross, H. Siddiah Road,  
Bangalore-560027**

**Dear Sirs,**

I, Nitin Kumar Omar, son of Bal Krishna Omar, resident of Ward No. 12, Bajrang Nagar, Rura, Kanpur(Dehat), being an independent director in the Company, hereby declare that I meet the criteria of Independence as provided under section 149(6) of the Companies Act, 2013.

**Nitin Kumar Omar**

**Sd/-**  
**Independent Director**  
**JLA Infraville Shoppers Ltd**

**Date:** 19/05/2015

**Place:** Bangalore

**FORM NO. MGT-9**

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2015  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**1. REGISTRATION AND OTHER DETAILS:**

<b>S. No.</b>	<b>CIN</b>	U52390KA2013PLC071372
<b>1.</b>	<b>Registration Date</b>	09/10/2013
<b>2.</b>	<b>Name of the Company</b>	JLA INFRAVILLE SHOPPERS LIMITED
<b>3.</b>	<b>Category / Sub-Category of the Company</b>	071372/ COMPANY LIMITED BY SHARES
<b>4.</b>	<b>Address of the Registered office and contact details</b>	No. 09, Fourth Floor, 4th Cross, H. Siddiah Road, Bangalore-560027; E-mail Id- jisl@infraville.com
<b>5.</b>	<b>Whether listed company</b>	Yes
<b>6.</b>	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	BIGSHARE SERVICES PVT.LTD E/2 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai 400072, Maharashtra; Ph No. - 022- 40430200

## **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:-

<b>Sr. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1.	Retail trade, except of motor vehicles and motorcycles, repair of personal and household goods	52	100%

## **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

There is no holding, subsidiary or associate company of JLA Infraville Shoppers Ltd

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

• **Category-wise Share Holding**

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	
Promoter									
<b>(1) Indian</b>									
Individual/ HUF	0	93500	93500	4.38%	1684000	0	1684000	25.95%	21.57%
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Bodies Corp	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>0</b>	<b>93500</b>	<b>93500</b>	<b>4.38%</b>	<b>1684000</b>	<b>0</b>	<b>1684000</b>	<b>25.95%</b>	
<b>(2) Foreign</b>									
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0

Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>0</b>	<b>93500</b>	<b>93500</b>	<b>4.38%</b>	<b>1684000</b>	<b>0</b>	<b>1684000</b>	<b>25.95%</b>	<b>0</b>

Public Shareholding	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Institutions</b>									
Mutual Funds	0	0	0	0	0	0	0	0	0



Banks / FI	0	0	0	0	0	0	0	0	0
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
(a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(i) Indian	0	237500	237500	11.02	268502	30000	298502	4.6	6.60%
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals	0	0	0	0	0	0	0	0	0
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	240000	240000	11.13%	1118500	30000	1148500	17.70%	6.57%
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	1584500	1584500	73.51%	2828998	530000	3358998	51.75	-21.76%
(c) Others(Specify)	0	0	0	0	0	0	0	0	0
(c-i) Non-Resident Individuals	0	0	0	0	0	0	0	0	0
(c-ii) Directors	0	0	0	0	0	0	0	0	0
(c-iii) Clearing Members	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>0</b>	<b>2062000</b>		<b>95.66%</b>	<b>4216000</b>	<b>590000</b>	<b>4806000</b>	<b>74.05%</b>	<b>-21.61%</b>

Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	2062000		95.66%	4216000	590000	4806000	74.05%	-21.61%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	2155500		100%	5900000	590000	6490000	100.00%	0.00%

- Promoter's Shareholding**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Jawahar Lal Agarwal	68500	3.18%	0	1018500	15.69%	0	12.51%
2	Vivek Gupta	25000	1.16%	0	665500	10.25%	0	9.09%
3	Meena Agarwal	50000	2.32%	0	0	0.00%	0	-2.32%
	Total	143500	6.66%	0	1684000	25.94%	Nil	19.28%

- Change in Promoters' Shareholding ( please specify, if there is no change**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jawahar Lal Agarwal	68500	3.18%	1018500	15.69%
2	Vivek Gupta	25000	1.16%	665500	10.25%
3	Meena Agarwal	50000	2.32%	0	0.00%

- **Shareholding Pattern of top ten shareholders:**

Sr. no	For each of the top ten shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ratan Housing Development Ltd	100000	4.64%	100000	1.54%
2	Abhishek Kumar Gupta	0	0.00%	90000	1.39%
3	Shiv Asrey Singh	60000	2.78%	60000	0.92%
4	Siddharth Gupta	0	0.00%	50000	0.77%
5	Rakesh Singla	50000	2.32%	50000	0.77%
6	Munish Singla	50000	2.32%	50000	0.77%
7	Achala Singh	0	0.00%	50000	0.77%
8	Ram Kumar Singh	0	0.00%	50000	0.77%
9	Praveen Kumar Agarwal	0	0	50000	0.77%
10	Preeti Agarwal	0	0.00%	50000	0.77%

- Shareholding of Directors and Key Managerial Personnel:**

Sr. no	For each of the directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Jawahar Lal Agarwal	68500	3.18%	1018500	15.69%
2.	Mr. Vivek Gupta	25000	1.16%	665500	10.25%
3.	Ms Purvi Misra	0	0	0	0
4.	Mr. Nitin Kumar Omar	0	0	0	0
5.	Mr. Avanish Kumar	0	0	0	0
6.	Mr. Gaurav Srivastava	0	0	0	0
7.	Ms. Kratika Agarwal				

## **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year	00	00	00	00
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	00	00	00	00
Change in Indebtedness during the financial year	00	00	00	00
- Addition				
- Reduction				
Net Change	00	00	00	00
Indebtedness at the end of the financial year	00	00	00	00
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	00	00	00	00

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

<b>Sl. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/ Manager</b>	<b>Total Amount</b>
	Gross salary	Mr. Vivek Gupta (Managing Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	290000	290000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	00	00
	Stock Option	Nil	Nil
	Sweat Equity	Nil	Nil
	Commission - as % of profit - others, specify...	Nil	Nil
	Others, please specify	Nil	Nil
	Total (A)	290000	290000
	Ceiling as per the Act		As per section 197 and schedule V of the Act, 2013

**B. Remuneration to other Directors**

Sl. No.	Particulars of Remuneration		Name of the Directors			Total Amount
			Ms. Purvi Misra	Mr. Nitin Kumar Omar	Mr. Avanish Kumar	
	<b><u>Independent Directors</u></b>	0	0	0	0	0
	· Fee for attending board committee meetings					
	· Commission					
	· Others, please specify					
	<b>Total (1)</b>	0	0	0	0	0
	<b><u>Other Non-Executive Directors</u></b>	Mr. Jawahar Lal Agarwal	Nil	Nil	Nil	Nil
	· Fee for attending board committee meetings	0	0	0	0	0
	· Commission					
	· Others, please specify					
	<b>Total (2)</b>	0	0	0	0	0
	<b>Total (B)=(1+2)</b>					
	<b>Total Managerial Remuneration</b>	0	0	0	0	0
	<b>Overall Ceiling as per the Act</b>					Not exceeding Rs. 1 lakh per meeting

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Kratika Agarwal- CFO(Part of the year)	Ms. Gaurav Srivastava - Company Secretary(Part of the year)	Total
	<b>Gross salary</b>			
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	180000	180000	360000
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	Nil	Nil	Nil
	<b>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961</b>	Nil	Nil	Nil
	<b>Stock Option</b>	Nil	Nil	Nil
	<b>Sweat Equity</b>	Nil	Nil	Nil
	<b>Commission</b>	Nil	Nil	Nil
	- as % of profit			
	- others, specify...			
	<b>Others, please specify</b>	Nil	Nil	Nil
	<b>Total</b>	180000	180000	360000



• **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
<b>A. Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Directors</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. Other Officers In Default</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

By and on behalf of Board of Directors

Sd/-  
Jawahar Lal Agarwal  
Director  
DIN: 02648829

Sd/-  
Vivek Gupta  
Managing Director  
DIN: 06669721

Bangalore, 31<sup>st</sup> day of August, 2015

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2015

*[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,  
JLA Infraville Shoppers Limited  
Bangalore

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s JLA Infraville Shoppers 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 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, 2015 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 the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings(**Not applicable to the company during the audit period**);
- (v) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the company during the audit period)**;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the audit period)**;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the company during the audit period)**; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the company during the audit period)**;

(vi) Competition Act, 2002

(vii) Tax Laws:

- a) The Income Tax Act, 1961 and Rules made thereunder
- b) Service Tax Act
- c) VAT
- d) Entry Tax

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable for the financial year under scrutiny)**
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange

On the basis of and to the extent records produced before us and the information provided by the Company and its officers, in respect of each of the above mentioned law, we report as under:

- the company has complied with the provisions contained in the Companies Act, 2013 and rules framed thereunder
- the company has complied with the rules, regulations and bye-laws framed under the Securities Contracts (Regulations) Act, 1956 and the Depositories Act, 1992
- the company has complied with its part in respect of rules, regulations and guidelines framed by the SEBI, and in respect of any part to be complied with by the shareholders in their individual capacity, no information has been found.
- in respect of the Competition Act:

- The company has not jointly determined selling or purchase prices and also not indulged in collective price-fixing or price co-ordination of any product
  - The company has not mutually agreed to not to purchase/supply its products/articles from/to any specific person/group of person or to make the supply or purchase of goods subject to certain mutually agreed conditions and has not shared or allocated markets between competitors in respect of specific territories, products, customers or sources of supply. The company has not fixed buying and selling quotas between competitors and has not shared or partitioned markets or customers
  - The company is not entertaining dominance in respect of the products in which the company trades
- in respect of the Tax Laws:
- The company has filed its income tax return for the Assessment Year 2014-15 on 22.09.2014
  - Tax deducted by the company has been deposited within seven days from the end of the month
  - The TDS return has been filed by the company within fifteen days from the end of each quarter
  - The company has not paid any advance tax during the year
  - The company has filed its VAT returns with the Karnataka Commercial Tax Department within time
  - The company has filed its service tax return within the prescribed time
  - No case proceeding is pending against the company
- the company has complied with all the requirements in pursuance of the listing agreement

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- As informed and records produced before me, adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that, as per the representation made by the management, during the audit period the company has not carried on any specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

*For S. Omer & Associates*

Place: Kanpur  
Date: 29.05.2015

Sd/-  
*Satyam Omer*  
*Proprietor*  
*Mem. No.: 36362*  
*CP. No.: 13451*

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

To,  
The Members  
JLA Infraville Shoppers Limited  
Bangalore

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

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

*For S. Omer & Associates*

Place: Kanpur  
Date: 29.05.2015

**Sd/-**  
**Satyam Omer**  
**Proprietor**  
**Mem. No.: 36362**  
**CP. No.: 13451**

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 52 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

To,  
The Members of  
JLA INFRAVILLE SHOPPERS LIMITED,  
Bangalore

We have reviewed the compliance of the conditions of Corporate Governance by M/s JLA INFRAVILLE SHOPPERS LIMITED for the year ended 31st March, 2015, as stipulated in Clause 52(VI) of the Listing Agreement of the Company with the Bombay Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our review was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of 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 complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

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

*For S. Omer & Associates*

Place: Kanpur  
Date: 29.05.2015

**Sd/-**  
**Satyam Omer**  
**Proprietor**  
**Mem. No.: 36362**  
**CP. No.: 13451**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Industry Structure and Development**

Your Company deals in the business of E-Commerce Online Shopping Portal. This sector of industry is growing at very fast rate and there is lot of scope of development.

### **Outlook, Risk and Concern**

Management of risks to the business with the overall recessionary phase in the world economy is a continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risks are well understood and the means to handle them are also fairly established.

To counter all these risks, your company conducting its risk identification, assessment and management activities through a dedicated risks and audit department. Your company has also established a separate Department in the company to assess the impact of potential and economical risk factors to the business and provide guidance on how to handle them so as to minimize the impact on the business.

Adequate management control is in place to ensure quick action on early warnings, and to proactively monitor and mitigate all potential risks. A comprehensive risk management strategy developed by the risk and Audit Department forms the framework for all de-risking and risk mitigation activities undertaken by your company with the fullest involvement of top management professionals.

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

### **Opportunities and Threats**

The company is optimistic about its future plans and it is banking on the increase in the customer base. Your company is planning to establish its brand presence in the more products. But we expect as the economy will move out of recession, the company expects to improve its performance. The company is facing price war from its peers which is leading to decrease in the operating profit margin of the company. The company is planning to adopt for cost minimization and cost rationalization techniques in its production to protect its margins which will benefit the company not in this current economic crisis but in the future period.

As the economy is slowly and slowly recovering from its bottoms, company is also seeing the spurt in demand and the company is seeing the ray of hope for the times to come.

### **Future Outlook**

In the current year, your directors are putting up efforts to increase the earning speed and it is hope that the company will do better in current year as compared to last year.



### **Adequacy of Internal Control System**

The Company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations. The Company regularly monitors that all regulatory guidelines are complied with at all levels.

The Audit Committee constituted by the Board reviews the adequacy of internal control system.

### **Segment Wise Performance**

The Company operates only in one segment.

### **Discussion of Financial Performance**

The financial statements are prepared in compliance with the requirements of the Companies Act and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and Generally Accepted Accounting Principles in India.

### **Human Resources**

Management is keen on following the best practices for attracting, retaining and enhancing human resources of the Company. Internal transfer, job rotation and training have been inculcated at different levels of the organization hierarchy to evolve team leaders and managers. The above-mentioned measures will ensure motivated workforce, promote the ownership and sharing economic growth of the Company.

### **Cautionary Forward Looking Statements**

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

For those statements the Company cautions that numerous important factors could affect the Company's actual results and could cause its results to differ materially from those expressed in any such forward looking statements.

### **By and on behalf of Board of Directors**

Sd/-

**Jawahar Lal Agarwal**  
Director  
DIN: 02648829

Sd/-

**Vivek Gupta**  
Managing Director  
DIN: 06669721

**Bangalore, 31<sup>st</sup> day of August, 2015**

### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company philosophy on Corporate Governance aims at upholding core value of transparency, professionalism, accountability, honesty and integrity in its functioning and conduct of business with due respect to laws and regulations and attaining highest standard of business ethics and commitment to transparency in business dealings, essential for long term success. It is directed in such a way that it performs effectively keeping in view of customers, employees and long term interest and confidence of stakeholders. It adheres to the code of conduct formulated which serves as guide to each employee on standards, values, ethics and principles.

The Company always strives to ensure compliance with regulatory requirements both in letter and spirit besides being responsive to the aspirations of our stakeholders. The Company recognizes that Governance is a conscious and continuous process across the Organization, which enables the Company to adopt best practices to retain and enhance the trust of all our stakeholders.

A transparent, ethical and robust governance framework helps enhance efficiency, which is an important catalyst in driving business growth across parameters and boosts investors' confidence in the Business entity.

The Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aimed at a high level of business ethics, effective supervision and enhancement of value of all stakeholders.

A report on the implementation of the Code of Corporate Governance as per Clause 52 of the Listing Agreement is given below.

#### **I. BOARD OF DIRECTORS**

##### **A. BOARD'S COMPOSITION AND CATEGORY**

The Board composition is in conformity with relevant provisions of Companies Act, 2013 and requirement of Securities and Exchange Board of India (SEBI) guidelines as amended.

The present strength of Board is five Directors comprising two Executive Director and three Non-Executive Directors. The Non- Executive Directors are eminent professionals, drawn from amongst person with experience in business, finance, law and corporate management. None of the Directors on the Board is a member on more than 10 Committees and Chairman in more than 5 Committees (as specified in Clause 52 of the Listing Agreement), across all the Companies in which he/she is a Director. Committees include Audit Committee and Stakeholder Grievance Committee and Nomination & Remuneration Committee. All Directors have certified that the disqualification mentioned under the provisions of Companies Act, 2013 do not apply to them.

The details relating to Composition & Category of Directors, Directorships held by them in other Companies and their membership and chairmanship on various Committees of Board of other Companies, as on 31<sup>st</sup> March, 2015 is as follows:

**COMPOSITION AND DIRECTORSHIP (S)/COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S) AS ON 31<sup>ST</sup> MARCH, 2015**

Name	Date of Joining on the Board	Directorship in other Companies#	Membership(s) of the Committees of other Companies##	Chairmanship of the Committees of other Companies###
Managing Director <b>Vivek Gupta</b>	09/10/2013 *07.05.2014	NIL	NIL	NIL
Executive Director <b>Jawahar Lal Agarwal</b>	09/10/2013	NIL	NIL	NIL
Independent Director <b>Mr. Nitin Kumar Omar</b>	07.05.2014	NIL	NIL	NIL
Independent Director <b>Ms. Purvi Misra</b>	07.05.2014	NIL	NIL	NIL
Independent Director <b>Mr. Avanish Kumar</b>	07.05.2014	NIL	NIL	NIL

#Foreign Companies, Alternate Directorships and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

##includes only Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

\*Mr. Vivek Gupta became Managing Director wef 07.05.2014.

The number of directorships, Committee Memberships/ Chairmanships of all Directors is with respective limits prescribed under the Companies Act, 2013 and Listing Agreement.

**APPOINTMENT AND TENURE**

The Directors of the Company are appointed by members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

## **BOARD INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from Clause 52 of the Equity Listing Agreement and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors are Independent in terms of Clause 52 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

## **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Bangalore.

The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman of the Board/ Committee. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year ended 31st March, 2015, Nineteen Board meetings were held on 11<sup>th</sup> April, 2014, 7<sup>th</sup> May, 2014, 9<sup>th</sup> May, 2014, 10<sup>th</sup> May, 2014, 12<sup>th</sup> May, 2014, 28<sup>th</sup> June, 2014, 7<sup>th</sup> July 2014, 10<sup>th</sup> July 2014, 12<sup>th</sup> July 2014, 14<sup>th</sup> July 2014, 16<sup>th</sup> July 2014, 27<sup>th</sup> August 2014, 5<sup>th</sup> November 2014, 20<sup>th</sup> November 2014, 2<sup>nd</sup> February, 2015, 17<sup>th</sup> February 2015, 11<sup>th</sup> March, 2015, 28<sup>th</sup> March, 2015. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

## **BOARD SUPPORT**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, advises / assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings. With a view of reducing paper consumption, the Company sends Agenda by e-mail.

## **SEPARATE INDEPENDENT DIRECTORS' MEETINGS**

The Independent Directors meet at least once in a year without the presence of Executive Directors or Management representatives, to discuss issues and concerns, if any and inter alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Independent Directors.

## **DIRECTORS' INDUCTION AND FAMILIARIZATION**

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Company Secretary is responsible for ensuring that such induction and training programmes are provided to Directors. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- a. provide an appreciation of the role and responsibilities of the Director;
- b. fully equip Directors to perform their role on the Board effectively; and
- c. Develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization are available on the Company's website at [www.infraville.info](http://www.infraville.info)

## **BOARD EVALUATION**

The Nomination and Remuneration Policy adopted by the Board of Directors during the year. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors.

The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc.

## **AUDIT COMMITTEE**

The Company's Audit Committee comprises of three Directors out of which two are Independent Directors.

**The Audit Committee is headed by Ms. Purvi Misra, as Chairperson of the Committee.**

Mr. Jawahar Lal Agarwal and Mr. Nitin Kumar Omar are the other members of the committee.

The Company Secretary acts as the Secretary to the Committee.

All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

1. Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re -appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
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 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
  - 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 half yearly 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. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. 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.
9. Discussion with internal auditors any significant findings and follow up there on
10. 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.
11. 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.
12. 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.
13. To review the functioning of the Whistle Blower mechanism.
14. 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 & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The recommendations of audit committee were duly approved and accepted by the Board.

The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Audit Committee.

The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

The Audit Committee met four times during the Financial Year ended 31st March, 2015 on 23<sup>rd</sup> September, 2014, 23<sup>rd</sup> December, 2014, 5<sup>th</sup> January, 2015, 25<sup>th</sup> March, 2015.

## **NOMINATION AND REMUNERATION COMMITTEE**

The Company's Nomination and Remuneration Committee comprises of three non-executive Independent Directors

**The Nomination and Remuneration Committee is headed by Mr. Nitin Kumar Omar, as Chairman of the Committee.**

Mr. Avanish Kumar and Ms. Purvi Misra are the other members of the committee.

The Company Secretary acts as the Secretary to the Committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;

The Nomination and Remuneration Committee met 1 time during the Financial Year ended 31st March, 2015 on 13th February, 2015.

## **BOARD MEMBERSHIP CRITERIA**

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- Desired age and diversity on the Board;
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- Professional qualifications, expertise and experience in specific area of business;
- Balance of skills and expertise in view of the objectives and activities of the Company;
- Avoidance of any present or potential conflict of interest
- Availability of time and other commitments for proper performance of duties;
- Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.



## **STAKEHOLDERS/ INVESTORS GRIEVANCE COMMITTEE**

The Stakeholders/ Investors Grievance Committee comprises of three Directors out of which two are Independent Directors.

**The Stakeholders/ Investors Grievance Committee is headed by Ms. Avnish Kumar, as Chairperson of the Committee.**

Mr. Jawahar Lal Agarwal and Ms. Purvi Misra are the other members of the committee.

During the Financial year 2014-15 the Committee met 1 time on 12<sup>th</sup> January, 2015.

The role of Stakeholders' Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

The Committee meets at regular intervals to approve the share transfers and other related matters.

## **MATERIAL CONTRACTS/TRANSACTIONS CONCERNING DIRECTOR'S INTEREST**

There has been no transaction of material, financial and commercial nature that may have a potential conflict with the interest of your Company during the period under review.

## **DETAILS REGARDING SENIOR MANagements' MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS**

There has been no transaction of material, financial and commercial nature having personal interest of the senior management that may have a potential conflict with the interest of the Company at large during the period under review.

## **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY**

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the Compliance of which have been affirmed by all Board Members and Senior Management of the Company. The required declaration to this effect signed by CEO, i.e. Managing Director is appended as a separate Annexure to this report.

## CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulation, 1992, as amended in February, 2002, the Board of Directors of the Company has formulated the Code of Conduct for prevention of Insider Trading in the Shares of the Company by its Directors and Employees.

## CEO/CFO CERTIFICATION

A Certificate of the CEO/CFO of the Company in terms of sub-clause V of Clause 52 of Equity Listing Agreement, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## DETAILS OF SHAREHOLDERS' / INVESTORS' COMPLAINTS

Mr. Gaurav Srivastava, Company Secretary is the Compliance Officer for resolution of Shareholder's/Investor's complaints. During the Financial Year ended 31st March, 2015, no complaint was received from the shareholders.

## ATTENDANCE OF DIRECTORS AT BOARD AND COMMITTEE MEETING(S)

The following table shows attendance of Directors at the Board and Committee meeting(s) for the year ended 31st March, 2015. Attendance is presented as number of meeting(s) attended, (including meetings attended through electronic mode) out of the number of meeting(s) required to be attended.

Name	Board Meeting	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Grievance Committee
Mr. Vivek Gupta	19 of 19	-	-	-
Mr. Jawahar Lal Agarwal	19 of 19	4 of 4	-	1 of 1
Ms. Purvi Misra	17 of 19	4 of 4	1 of 1	1 of 1
Mr. Avanish Kumar	17 of 19	-	1 of 1	1 of 1
Mr. Nitin Kumar Omar	17 of 19	4 of 4	1 of 1	-
^Ms. Meena Agarwal	3 of 3	-	-	-

^Ms. Meena Agarwal ceased to be Director w.e.f 10<sup>th</sup> May, 2014.

## GENERAL BODY MEETINGS

Details of last three Annual General Meetings and Extra-Ordinary General meetings and the summary of Special Resolutions passed therein are as under:

Financial year ended	Venue	Date & Time	Special Resolution Passed
31 <sup>st</sup> March, 2012	NA	NA	NA
31 <sup>st</sup> March, 2013	464, 17th B Cross, 5th Phase,J.P.Nagar,Bangalore	25.10.2013 at 11.00A.M.	Approval for inter-corporate loans
	464, 17th B Cross, 5th Phase,J.P.Nagar,Bangalore	16.12.2013 at 11.00A.M.	Issue of equity shares on preferential basis
	464, 17th B Cross, 5th Phase,J.P.Nagar,Bangalore	20.01.2014 at 11.00A.M	Authorization to receive money for preferential allotment
	464, 17th B Cross, 5th Phase,J.P.Nagar,Bangalore	03.03.2014 at 11.00A.M	Issue & allotment of equity shares on preferential basis
	464, 17th B Cross, 5th Phase,J.P.Nagar,Bangalore	15.03.2014 at 11.00A.M	Issue & allotment of equity shares on preferential basis
	No.2, 1 <sup>st</sup> Floor,17 <sup>th</sup> B Cross,13 <sup>th</sup> Main, J.P. Nagar, Bangalore	27.09.2014 at 11.00A.M	None
31 <sup>st</sup> March, 2014	No.2, 1 <sup>st</sup> Floor,17 <sup>th</sup> B Cross,13 <sup>th</sup> Main, J.P. Nagar, Bangalore	07.05.2014 at 11.00A.M	Alteration of object clause of MoA Alteration of AoA Approval for borrowing powers under section 180(1)(c) of companies act, 2013 Approval for inter corporate loans. Approval for Initial Public Offer (IPO)

## POSTAL BALLOT

There has been no resolution passed through Postal Ballot during the year ended on 31st March, 2015.

## **POLICIES OF THE COMPANY**

### **WHISTLE BLOWER MECHANISM**

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. Employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. The Whistle Blower Policy is available on the website of the Company [www.infraville.info](http://www.infraville.info)

### **POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS**

The Company has not entered in any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at [www.infraville.info](http://www.infraville.info) The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

### **EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT – 9** as a part of this Annual Report as **ANNEXURE I**.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report. Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

NIL

**CORPORATE GOVERNANCE CERTIFICATE** (Applicable to Listed Companies)

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 52 of the Listing agreement shall be annexed with the report.

**MEANS OF COMMUNICATION**

The Company has promptly reported all material information and taken adequate measures to disseminate pertinent information to the shareholder's, employees and society at large.

**HALF-YEARLY FINANCIAL RESULTS:** Half-Yearly financial results; press releases etc. are circulated to the BSE, where the equity shares of the Company are listed. The financial results-, half yearly and annual results and other statutory information are communicated to the shareholders by way of advertisement in an English newspaper and in a vernacular language newspaper viz. The Business Standard.

The approved results are displayed on website of Bombay Stock Exchange Limited and on the website of the Company i.e. [www.infraville.info](http://www.infraville.info)

## GENERAL SHAREHOLDERS' INFORMATION

### AGM FOR FINANCIAL YEAR 2014-15

Date and Time	30 <sup>th</sup> September, 2015, 11.00 A.M.
Venue	No. 9, Fourth Floor, 4 <sup>th</sup> Cross, H. Siddiah Road, Bangalore-560027

### CALENDAR OF FINANCIAL YEAR ENDED 31ST MARCH, 2015

The meetings of Board of Directors for approval of financial results during the Financial Year ended 31<sup>st</sup> March, 2015 were held on the following dates:

Annual Results	29 <sup>th</sup> May, 2015
Book Closure date.	27 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015
Cut Off date.	1 <sup>st</sup> September, 2015
Last date of receiving Proxy forms	28 <sup>th</sup> September, 2015, 11.00 A.M.

### LISTING ON STOCK EXCHANGES

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	538765	INE401Q01018

## ADDRESS FOR CORRESPONDENCE

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Mr. Gaurav Srivastava

Registrar and Transfer Agent

Company Secretary and Compliance Officer

Bigshare Services Private Limited

Regd. Office:

No. 9, Fourth Floor, 4<sup>th</sup> Cross, H. Siddiah Road,  
Bangalore-560027

E/2 Ansa Industrial Estate, Saki Vihar Road,  
Saki Naka, Andheri (E), Mumbai 400072,  
Maharashtra

Ph: - 022- 40430200

Email: - [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

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### Market Information

#### i) Share Transfer System

The Company's shares are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders'/investors' Grievance Committee. The share transfer process is reviewed by the said committee.

The company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the Certificate with the Stock Exchange.

#### ii) Electronic Voting:

Pursuant to sub rule 2 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is exempted from the provisions of E-Voting as given under section 108 of the Companies Act, 2013.

### Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

### Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

### Dematerialization of shares and liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particulars	No. of Shares	Percentage
<b>Physical Segment</b>	590000	9.09
<b>Demat Segment</b>		
NSDL	3643000	56.13
CDSL	2257000	34.78
<b>Total</b>	<b>6490000</b>	<b>100.00</b>

Shareholders are advised to register their email address and any changes therein from time to time for sending notice/documents through email in reference to General circular 17/2011 dated 21<sup>st</sup> April, 2011 of Ministry of Corporate Affairs. In addition, registering and corresponding with Registrar and Share Transfer Agents and Company through email would speed up response, reduce paper work and also help to redress the complaints on fast track basis.



iii) **Market Price Data**

The market price data for the year ended March 2015 for Company's Equity Shares as available on BSE are given as:

Month	High	Low
November 2014	15.35	10.5
December 2014	14.25	10.75
January 2015	18.4	13.05
February 2015	25.5	19
March 2015	29.8	17

**Distribution of Shareholding as on March 31, 2015**

Shareholding Rs.	Shareholders		Shares Held	
	Numbers	Percentage	Numbers	Percentage
1-5000	1	0.31	20	0.00
5001-10000	2	0.62	20000	0.03
10001-20000	12	3.72	225000	0.35
20001-30000	21	6.50	575000	0.89
30001-40000	19	5.88	760000	1.17
40001-50000	14	4.33	700000	1.08
50001-100000	100	30.96	9790000	15.08
100001 and Above	154	47.68	52829980	81.40
Total	<b>323</b>	<b>100.00</b>	<b>64900000</b>	<b>100.00</b>

**Statement showing Shareholding of more than 1% of the Capital as on March 31, 2015**

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Ratan Housing Development Ltd	100000	1.54
2.	Abhishek Kumar Gupta	90000	1.39
<b>Total</b>		<b>190000</b>	<b>2.93</b>

**Categories of Shareholder as on, 31<sup>st</sup> March, 2015**

S. NO.	CATEGORY	NO. OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHAREHOLDING
1.	Promoter company	NIL	NIL	NIL
2.	Promoter Individual/HUF	2	1684000	25.95
3.	Directors	NIL	NIL	NIL
4.	Directors relative	NIL	NIL	NIL
5.	Mutual fund	NIL	NIL	NIL
6.	Foreign institutional investors	NIL	NIL	NIL
7.	Financial institutions	NIL	NIL	NIL
8.	Central govt./state govt.	NIL	NIL	NIL
9.	NRI	NIL	NIL	NIL
10.	Other bodies corporate	11	288500	4.44
11.	Banks	NIL	NIL	NIL
12.	Resident Individuals			
	holding nominal share capital upto Rs. 1 lakh	161	1148500	17.70
	holding nominal share capital in excess of Rs. 1 lakh	146	3318998	51.14
13.	Clearing Members	3	50002	0.77
14.	Overseas Body Corporate	NIL	NIL	NIL
15.	Trust	NIL	NIL	NIL
16.	<b>TOTAL</b>	<b>323</b>	<b>6490000</b>	<b>100</b>

**iv) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity**

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity are not applicable on the company.

**v) Plant locations**

Company is engaged in E-Commerce activities therefore it doesn't has any plant. It runs its operation from the registered office.

**vi) Disclosures and Information**

The Company has complied with the requirements of Stock Exchange/SEBI/ statutory authorities on all matters relating to Capital Market. No strictures being imposed by SEBI or Stock Exchanges during the year. The Board of Directors receives from time to time, disclosures relating to financial and commercial transactions from Key Managerial Personnel of the Company, where they and/or their relatives have personal interest. The particulars of transactions between the Company and its related parties are as per the Accounting Standard set out in the Audited financial reports.

**By and on behalf of Board of Directors**

Sd/-

**Jawahar Lal Agarwal**  
Director  
DIN: 02648829

Sd/-

**Vivek Gupta**  
Managing Director  
DIN: 06669721

**Bangalore, 31st day of August, 2015**

## INDEPENDENT AUDITOR'S REPORT

TO,

**THE MEMBERS OF JLA INFRAVILLE SHOPPERS LIMITED**

**1) REPORT ON THE STANDALONE FINANCIAL STATEMENTS.**

We have audited the accompanying standalone financial statements of **JLA INFRAVILLE SHOPPERS LIMITED** ("the Company") which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**2) MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS.**

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 standard specified under section 133 of the Act, read with the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selections 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.

**3) 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 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 thereunder.

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate

internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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.

#### **4) 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, of the state of affairs of the Company as at 31st March, 2015 and its Profit and its cash flows for the year ended on that date.

#### **5) EMPHASIS OF MATTER.**

We draw attention to the following matter in the Notes to the financial statements.

**The Company have not obtained Secretarial Audit Report by Company Secretary as required by Sec.204 of the Companies Act 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 till the completion of our audit.**

#### **6) REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS.**

I) As required by the Companies (Auditor's Report ) Order, 2015 ("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 statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

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

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statement comply with the Accounting Standards -specified under section 133 of the act read with rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors, as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to other matter 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 and as confirmed by the management of the company:-

- i) There are no pending litigations on the company in respect of which a provision is required to be made.
- ii) The company has made provisions , as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
- iii) There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For V.P. ADITYA & COMPANY  
Chartered Accountants  
(FRN: 00542C)

Sd/-  
(CA SURENDRA KAKKAR)  
Partner  
Membership No. 071912

Place: Kanpur  
Dated: 29<sup>th</sup> May, 2015

**The Annexure referred to in paragraph 6 of our Independent Auditors' Report to the members of JLA INFRAVILLE SHOPPERS Ltd. on the standalone financial statements for the year ended 31 March 2015.**

Based on test checks and other generally accepted auditing procedures carried on by us and according to the information and explanations given to us, we report that:-

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the Management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- i) a) Physical verification of inventory has been conducted at reasonable intervals by the management.  
b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.  
c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.;
- ii) The Company has not granted any loans to body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
- iii) There are adequate internal control procedures commensurate with the size of the company and the nature of its business. However, no internal audit report was made available to us for our verification.
- iv) The company has not accepted any deposits from the public.
- v) The Central Government has not prescribed the maintenance of the cost records under section 148(1) of the Act, for any of the services rendered by the company.
- vi) a) The company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it.  
Further to our information, no undisputed amounts in respect of statutory dues applicable to it, were in arrears as at 31.03.2015 for a period of more than six months from the date these became payable.  
b) There are no dues of income tax, wealth tax, service tax and other material statutory dues which have not been deposited on account of any dispute. Custom duty, sales tax, excise duty and cess are not applicable to the company.  
c) According to the information and explanations given to us there are no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules thereunder.
- vii) The said para is not applicable
- viii) The Company has not taken any loan from financial institutions, banks or debenture holders during the year. Hence, the said para is not applicable.
- ix) The company has not given any guarantee for loans taken by others, from banks or financial institutions.

x) The Company did not have any term loans outstanding during the year.

xi) No material fraud on or by the Company has been noticed or reported during the course, of our audit.

For V.P. ADITYA & COMPANY  
Chartered Accountants  
(FRN: 00542C)

Sd/-  
(CA SURENDRA KAKKAR)  
Partner  
Membership No. 071912

Place: Kanpur  
Dated: 29<sup>th</sup> May, 2015



**JLA INFRAVILLE SHOPPERS LTD.  
BALANCE SHEET AS ON 31.03.2015**

Amount in (Rs.)

Particulars	Note No	AS on 31.03.2015	As on 31.03.2014
<b>I .EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	64900000.00	21550000.00
(b) Reserve & Surplus	2	(1915131.00)	151687.00
<b>(2) Share application money pending allotment</b>		0.00	2150000.00
<b>(3) Non- Current Liabilities</b>			
<b>(4) Current liabilities</b>			
(a) Trade payable		794724.00	35000.00
(b) Other Current Liabilities	3	240625.00	81143.00
(c) Short Term provisions		0.00	100000.00
<b>TOTAL</b>		<b>64020218.00</b>	<b>24067830.00</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets	4		
(i) Tangible assets		446414.00	374690.00
(ii) Intangible assets		648481.00	597520.00
(b) Deffered tax assets (net)		877646.00	31353.00
<b>(2). Current assets</b>			
(a) Inventories	5	3007471.00	0.00
(b) Trade Receivables	6	111055.00	71616.00
(c) Cash & cash equivalents	7	9159791.00	8046091.00
(d) Short term loans and advances	8	49729107.00	14923034.00
(e) Other current assets	9	40253.00	23526.00
<b>TOTAL</b>		<b>64020218.00</b>	<b>24067830.00</b>

Significant Accounting policies

13

Notes to Accounts

14

"As per our report of even date

For V.P Aditya & Co.

For and on behalf of the Board

Chartered Accountants

FRN-000542C

Sd/-

CA Surendra Kakkar

Sd/-

Sd/-

Partner

DIRECTOR

DIRECTOR

M.N.-071912

Place: Kanpur

Date : 29.05.2015

**JLA INFRAVILLE SHOPPERS LTD.**  
**Statement of Profit and Loss for the Year Ended 31st , March , 2015**

Amount in (Rs)

Particulars	Note No.	31.03.2015	31.03.2014
I. Revenue from operations	10	6194025.00	535889.00
II. Other Income		2826728.00	381061.00
<b>III.Total Revenue(I+II)</b>		<b>9020753.00</b>	<b>916950.00</b>
<b>IV. EXPENSES</b>			
Purchase of Stock- in-Trade		7329746.00	4623.00
Changes in inventories of goods traded	5	(3007471.00)	0.00
Employee benefit expense	11	919733.00	112000.00
Depreciation and amortization expense	4	540520.00	36682.00
Other Expenses	12	6150948.00	543311.00
<b>IV.Total Expenses</b>		<b>11933476.00</b>	<b>696616.00</b>
V. Profit before exceptional and extarordinary items and tax	(III-IV)	(2912723.00)	220334.00
VI.Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V-VI)	(2912723.00)	220334.00
VIII. Extraordinary Items		-	-
IX. Profit before tax	(VII-VIII)	(2912723.00)	220334.00
X. Tax Expense:			
(1) Current Tax		0.00	100000.00
(2) Deferred Tax		846293.00	31353.00
XI. Profit(Loss) from the period continuing operations	(IX-X)	(2066430.00)	151687.00
XII. Profit/(loss) for the period		(2066430.00)	151687.00
XIII. Profit/(loss) for the period		<b>(2066430.00)</b>	<b>151687.00</b>
XIX. Earning per equity share:			
(1) Basic		(0.42)	0.24
(2) Dilluted		(0.42)	0.24

Significant Accounting policies

13

Notes to Accounts

14

"As per our report of even date

For V.P Aditya & Co.  
Chartered Accountants  
FRN-000542C

For and on behalf of the Board

Sd/-  
CA Surendra Kakkar  
Partner  
M.N.-412422

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

Place: Kanpur  
Date : 29.05.2015

Amount in (Rs.)

Note 1 :- Share Capital	As on 31.03.2015	As on 31.03.2014
<b>Authorised Shares</b> 6500000 (4900000) Nos. Equity Shares of Rs.10/- each	65000000.00	49000000.00
<b>Issued ,Subscribed &amp; Fully Paid</b> 649000(2155000) Equity Shares of Rs.10/- each	64900000.00	21550000.00
<b>Total</b>	<b>64900000.00</b>	<b>21550000.00</b>

Amount in (₹)

Share Capital Schedule (No. of shares Outstanding)	As on 31.03.2015		As on 31-03-2014	
	Nos	Amount `	Nos	Amount `
Opening number of Shares Outstanding	2155000	21550000.00	0	0.00
Add Allotment During the Year	4335000	43350000.00	2155000	21550000.00
Less:	0	0.00	0	0.00
Closing number of outstanding shares at the end of the period	6490000	64900000.00	2155000	21550000.00

As at 31.03.2015 the following equity shareholders held more than 5% shares in the company :-

Name of Shareholders holding more than 5% of Shares	As on 31.03.2015		As on 31-03-2014	
Name of Shareholders	Nos	%	Nos	%
Vivek Gupta	665500	10.25	0	0.00
Jawahar Lal Agarwal	1018500	15.69	0	0.00

Amount in (₹)

Note 2:- Reserve & surplus	As on 31.03.2015	As on 31.03.2014
<b>(a) Surplus in the statement of Profit &amp; Loss Account</b>		
As per last Balance Sheet	151687.00	-
Add: Profit for the year	(2066430.00)	151687.00
Less: Appropriations	-	-
Less : Taxation	388.00	-
Proposed Dividend	-	-
Tax on dividened	-	-
Transfer to general reserve	-	-
<b>Net surplus in the statement of profit and loss account</b>	<b>(1915131.00)</b>	<b>151687.00</b>
<b>Total</b>	<b>(1915131.00)</b>	<b>151687.00</b>

Amount in (₹)

Note 3 :- Other Current Liabilities	As on 31.03.2015	As on 31.03.2014
a) Expenses Payable	168263.00	81143.00
b) TDS Payable	72362.00	0.00
<b>Total</b>	<b>240625.00</b>	<b>81143.00</b>

Note 4: FIXED ASSETS SCHEDULE

Amount in (Rs.)

Remaining useful life as on 31.03.2014	Rate of Depreciation	GROSS BLOCK			DEPRECIATION				NET BLOCK	
		as at 01.04.2014	Addition/ (Deletion)	as at 31.03.2015	as at 01.04.2014	For the Year	Deduction/ Adjustments	as at 31.03.2015	as at 31.03.2015	as at 31.03.2014
		5.92	39.71%	618533.00	0.00	618533.00	21013.00	237287.00	0.00	258300.00
6	39.30%	0.00	368941.00	368941.00	0.00	80693.00	0.00	80693.00	288248.00	0.00
9.75	26.45%	155930.00	0.00	155930.00	6421.00	39551.00	0.00	45972.00	109958.00	149509.00
10	25.89%	0.00	136650.00	136650.00	0.00	7068.00	0.00	7068.00	129582.00	0.00
2.92	64.15%	234429.00	0.00	234429.00	9248.00	144462.00	0.00	153710.00	80719.00	225181.00
3	63.16%	0.00	20600.00	20600.00	0.00	11558.00	0.00	11558.00	9042.00	0.00
10	25.89%	0.00	72250.00	72250.00	0.00	16677.00	0.00	16677.00	55573.00	0.00
5	45.07%	0.00	6000.00	6000.00	0.00	1348.00	0.00	1348.00	4652.00	0.00
10	25.89%	0.00	58764.00	58764.00	0.00	1876.00	0.00	1876.00	56888.00	0.00
		<b>1008892.00</b>	<b>663205.00</b>	<b>1672097.00</b>	<b>36682.00</b>	<b>540520.00</b>	<b>0.00</b>	<b>577202.00</b>	<b>1094895.00</b>	<b>972210.00</b>
		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
		<b>1008892.00</b>	<b>663205.00</b>	<b>1672097.00</b>	<b>36682.00</b>	<b>540520.00</b>	<b>0.00</b>	<b>577202.00</b>	<b>1094895.00</b>	<b>0.00</b>
		<b>0.00</b>	<b>1008892.00</b>	<b>1008892.00</b>	<b>0.00</b>	<b>36682.00</b>	<b>0.00</b>	<b>36682.00</b>	<b>972210.00</b>	<b>0.00</b>

Amount in (Rs.)

<b>Note 5: Changes in Inventories of Goods Traded</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
Opening Stock	0.00	0.00
Closing Stocks	3007471.00	0.00
<b>Change in value of Goods Traded</b>	<b>(3007471.00)</b>	<b>0.00</b>

Amount in (Rs.)

<b>Note 6: Trade Receivables</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
i) Unsecured considered goods Outstanding for a period exceeding Six month from the date they are due for payment	-	-
ii) Others	111055.00	71616.00
Less: Provision for doubtful debts	-	-
<b>TOTAL</b>	<b>111055.00</b>	<b>71616.00</b>

Amount in (Rs.)

<b>Note 7: Cash &amp; Cash Equivalents</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
<b>a) Balances with Banks</b>		
i) On current accounts	1098246.00	5455686.00
ii) On Fixed deposit	8039000.00	2200000.00
iii) On unpaid dividend account	-	-
<b>b) Cash in Hand</b>	22545.00	390405.00
<b>TOTAL</b>	<b>9159791.00</b>	<b>8046091.00</b>

Amount in (Rs)

<b>Note 8 : Short Term Loans &amp; Advances</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
<b>a) Loans and Advances to Related Parties</b>	-	-
<b>b) Others (Unsecured considered good)</b>		
i) Advances to Staff	7,000.00	-
ii) Advances, unsecured considered good	26158152.00	14471359.00
iii) Advance Direct Taxes ( TDS )	323940.00	89134.00
iv) Advance Indirect Taxes	559,346.00	-
v) Advance For Property	18,000,000.00	-
vi) Advances to Suppliers	4,291,669.00	-
vii) Prepaid expenses	8500.00	22041.00
viii) Security Deposits	380500.00	340500.00
<b>TOTAL</b>	<b>49729107.00</b>	<b>14923034.00</b>

Amount in (Rs.)

<b>Note 9: Other Current Assets</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
Interest accrued on Investments	40253.00	23526.00
<b>TOTAL</b>	<b>40253.00</b>	<b>23526.00</b>

Amount in (Rs)

<b>Note 10 : Revenue From Operations</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
a) Other Operating Revenues	5599525.00	5768.00
b) Commission	594500.00	530121.00
<b>Total</b>	<b>6194025.00</b>	<b>535889.00</b>

Amount in (Rs)

<b>Note 11: Employee benefit expenses</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
a) Salaries & wages	689833.00	112000.00
b) Training Expenses	45000.00	0.00
c) Internship	184900.00	0.00
<b>Total</b>	<b>919733.00</b>	<b>112000.00</b>

Amount in (Rs)

<b>Note 12 :- Other Expense</b>	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
a) Rent	231176.00	49080.00
b) Electricity & Water Charges	25970.00	0.00
c) Communication expenses	69087.00	12243.00
d) Printing & Stationery	51586.00	2920.00
e) Miscellaneous expenses	19553.00	5500.00
f) Conveyance & Travelling expenses	34702.00	13826.00
g) Postage Expenses	7395.00	0.00
h) Director remuneration	290000.00	0.00
i) Legal, Professional and consultancy charges	257945.00	28230.00
j) Auditors Remuneration(Audit fee)	28824.00	8824.00
k) Share issue and preliminary expenses	3585994.00	410585.00
l) Advertisement and Publicity expenses	186789.00	0.00
m) Shipping and Handling Expenses	356895.00	0.00
n) Office Expenses	49070.00	4475.00
o) Depository Expenses	59187.00	7173.00
p) Bank Charges	11683.00	455.00
q) Server Expenses	122381.00	0.00
r) Commission paid	702334.00	0.00
s) Web Expenses	32071.00	0.00
t) Repair & Maintenance	4100.00	0.00
u) Interest	24206.00	0.00
<b>Total</b>	<b>6150948.00</b>	<b>543311.00</b>

### **13:- ILA INFRAVILLE SHOPPERS LIMITED**

#### **SIGNIFICANT ACCOUNTING POLICIES:**

**a) Basis of preparation of financial statements**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

**b) Inventories**

Trading Goods are valued at cost or net realizable value whichever is lower.

**c) Revenue Recognition**

Revenues are recognized and accounted for on accrual basis except in cases where significant uncertainties as to its measurability or collectability exist.

**d) Fixed Assets**

- i) **Tangible Asset:** - Tangible assets are stated at cost less depreciation and impairment losses, if any. The cost comprises the purchase price and any other attributable costs of bringing the assets at its working condition for the intended use.
- ii) **Intangible Assets:**- Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.
- iii) **Depreciation:-** Depreciation has been provided on the written down value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**e) Earning Per Shares**

Basic earnings per share are computed by dividing the profit/(loss) attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit/(loss) for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.

**f) Taxation**

**i) Income Tax**

Provision for Income Tax is made on the basis of estimated taxable income for the current accounting period and in accordance with provisions as per Income Tax Act, 1961.

**ii) Deferred Tax**

Deferred tax resulting from “timing difference” book and taxable profit for the year is accounted for using the tax rates and laws that have enhanced or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be adjusted in future. Permanent timing difference adjustments are not accounted for in provisions.

**g) Impairment Of Assets**

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value and the impairment cost is charged to profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of recoverable amount.

**h) Investments**

**Quoted investments**

Short term investment are stated at cost or market price , whichever is lower. Long term investments are valued at cost.



**Unquoted investment:-**

Short term investments are stated at cost. Long term investments are valued at cost.

**i) Provisions, Contingent Liabilities**

Provision in respect of present obligation, arising out of past events is made in accounts when reliable estimates can be made of the amount of obligation. Contingent liabilities (if material) are disclosed by way of Notes on Accounts.

**14:- Additional Notes**

1. In the financial year 2014-15, the Company has operated in only one business segment, hence compliance of AS-17 regarding "Segment Reporting" is not necessary.

2. Related party transactions:

i) As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

S. No.	Name of the Related Party	Relationship
1	Indu Traders	Relative of Key Managerial Person

ii) Transactions during the year with related parties : (Amount in Rs)

S. No.	Nature of transaction	Relative of Key Managerial Person	Total
1	Sales	1,09,745/-	1,09,745/-

3. Contingent Liabilities:

Contingent Liability not provided for	<b>(2014-15)</b>	<b>(2013-14)</b>
Claims against the Company not acknowledged as debt	NIL	NIL

4. Last year's figures have been regrouped and re-arranged wherever necessary to conform to the figures of the current year..

5. Expenses incurred in relation to issue of shares amounting to Rs. 35,85,994/- has been written off during the current financial year.

6. The Company has not provided for any retirement benefits including gratuity.

7. The company has not received any memorandum (as required to be filed by the Suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006), claiming their status as micro, small or medium enterprises. Consequently, the amount paid / payable to these parties during the year is Nil.

8. Sundry Debtors and Creditors, Loans and Advances are subject to confirmation.

9. Earning per share :

Particulars	2014-2015
i)Net Profit/(Loss) after tax available for equity shareholders	(Rs. 2015623)
ii)Weighted Average no. of equity share of Rs.10/- each used as denominator for calculating EPS	4890667
III)Basic/diluted Earnings per share of face value of Rs.10/- (Rs.)	(Rs. 0.41)

10. Figures have been rounded off to the nearest rupee.

**For V.P. Aditya & Co.**  
**Chartered Accountants**  
**(FRN - 000542C)**

**CA Surendra Kakkar**  
**Partner**  
**M.No. 071912**

**Place: Kanpur**  
**Date: 29.05.2015**

**For JLA Infraville Shoppers Ltd**

**Director**                      **Director**

## Cash Flow Statement -JLA Infraville Shoppers Limited

A CASH FLOW FROM OPERATING ACTIVITIES	Year ended 31st March, 2015	Period ended 31st March , 2014
Net Profit Before Tax	(2,912,145.00)	220,334.00
Adjustments for:		
Depreciation	539,945.00	36,682.00
Preliminary Expenses w/off	-	
Prior Period provisions	(388.00)	
Deferred Revenue Expenditure		-
(Profit)/loss on sale of Assets	-	-
Interest & Finance Charges	24,206.00	-
Interest on FD	(2,826,555.00)	(381,061.00)
Dividend Income	-	(344,379.00)
<b>Operating Profit before Working Capital Changes</b>	<b>(5,174,937.00)</b>	<b>(124,045.00)</b>
Adjustments for:		
Decrease/(Increase) in Receivables	(3,039,439.00)	(71,616.00)
Decrease/(Increase) in Inventories	(3,007,471.00)	-
Increase/(Decrease) in Payables	819,206.00	216,143.00
<b>Cash generated from operations</b>	<b>(10,402,641.00)</b>	<b>20,482.00</b>
Income Tax paid	-	(100,000.00)
<b>Net Cash flow from Operating activities</b>	<b>(10,402,641.00)</b>	<b>(79,518.00)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(663,208.00)	(1,008,892.00)
Mutual Fund		
Sale of Fixed Assets	-	-
Increase in Advances & others	(31,806,073.00)	(14,923,034.00)
Interest on FD	2,809,828.00	357,535.00
Dividend Income	-	-
<b>Net Cash used in Investing activities</b>	<b>(29,659,453.00)</b>	<b>(15,574,391.00)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Equity Shares	43,350,000.00	21,550,000.00
Proceeds from Share Application Money	(2,150,000.00)	2,150,000.00
Proceeds from Long term Borrowings		
Interest paid	(24,206.00)	-
<b>Net Cash used in financing activities</b>	<b>41,175,794.00</b>	<b>23,700,000.00</b>
Net increase in cash & Cash Equivalents	1,113,700.00	8,046,091.00
Cash and Cash equivalents as at 01.04.2014	8,046,091.00	-
Cash and Cash equivalents as at 31.03.2015	<b>9,159,791.00</b>	<b>8,046,091.00</b>

Cash & Cash Equivalents	As on 31.03.2015
Cash in Hand	22,545.00
Cash at Bank	1,098,246.00
FDR With Bank	8,039,000.00
<b>Cash &amp; Cash equivalents as stated</b>	<b>- 9,159,791.00</b>

## NOTICE

Notice is hereby given that 2<sup>nd</sup> Annual General Meeting of the Members of JLA Infraville Shoppers Limited (**"the Company"**) will be held on Wednesday, September 30, 2015 at 11:00 a.m. at No.9, Fourth Floor, 4th Cross, H. Siddiah Road, Bangalore-560027, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2015 and Reports of the Board of Directors and the Auditors thereon.
2. To ratify the appointment of M/s V. P. Aditya & Company, Chartered Accountants (Firm Registration No. 000542C).
3. To appoint a Director in place of Mr. Jawahar Lal Agarwal (DIN: 02648829), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

#### **4. Appointment of Mr. Mohan Tandon as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the Listing Agreement, Mr. Mohan Tandon, (DIN: 07266793), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 30<sup>th</sup> September, 2015."

## **5. Appointment of Mr. Sachin Mishra as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 52 of the Listing Agreement, Mr. Sachin Mishra, (DIN: 07267599), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years commencing from 30<sup>th</sup> September, 2015.”

## **6. To Increase the Remuneration of Managing Director of the Company and make the changes in MD Agreement accordingly**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules of Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014, and subject to shareholders’ approval, the remuneration payable to Mr. Vivek Gupta, the Managing Director of the Company, be and is hereby increased to Rs. 4,80,000 per annum plus 0.25% of the turnover of the company and the MD Agreement be and is hereby modified to give effect to the same.”

**By Order of Board**

Sd/-

**Gaurav Srivastava**

**Company Secretary & Compliance Officer**

**Bangalore, 31<sup>st</sup> Day of August, 2015**

## NOTES.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the Annual General Meeting is annexed hereto.

### **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy to be effective should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

1. The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2015 to September 30, 2015 (both days inclusive).
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or depository participant(s) Members holding shares in demat form must intimate the change in their address, if any, to Bigshare Services Pvt.Ltd. E/2 Ansa Industrial Estate, Saki ViharRoad, Saki Naka, Andheri (E), Mumbai 400072, Maharashtra; Ph No. - 022- 40430200.
3. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Pvt.Ltd. E/2 Ansa Industrial Estate, Saki ViharRoad, Saki Naka, Andheri (E), Mumbai 400072, Maharashtra; Ph No. - 022- 40430200. e-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com), website: [www.bigshareonline.com/](http://www.bigshareonline.com/) is the Registrar and Share Transfer Agent (RTA). Bigshare Services Pvt.Ltd is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar cannot act on any request received directly from Shareholders holding shares in demat form for any change of Bank particulars.
4. In accordance with the Articles of Association of the Company, all Directors (except Mr. Vivek Gupta, who has been appointed as Managing Director for a term of five years on 7<sup>th</sup> May, 2014, retire every year and if eligible, offer themselves for re-appointment at the Annual General Meeting. As per provisions of Companies Act, 2013, Independent directors are appointed for a term upto five consecutive years and are not liable to retire by rotation.

5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the depository participant(s), unless the members have registered their request for hard copy of the same. Physical copy of the notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email address with the company or depository participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

#### **6. REMOTE E VOTING**

AS per Sub rule 2 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, SMEs' are exempted from the provisions of E-voting as given under section 108 of the Companies Act, 2013. Therefore the Company is not providing the option of E-Voting.

**By Order of Board**

Sd/-

**Gaurav Srivastava**

**Company Secretary & Compliance Officer**

**Bangalore, 31<sup>st</sup> Day of August, 2015**

## **EXPLANATORY STATEMENT:-**

### **ITEM NO. 4**

The Board of Directors of the Company at the recommendation of Nomination & Remuneration Committee, wish to appoint Mr. Mohan Tandon (DIN: 07266793) as an Independent Director of the Company with effect from 30th September, 2015 for a term of five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Dinesh Soni, member of the Company signifying his candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Mr. Mohan Tandon. In the opinion of the Board, Mr. Mohan Tandon fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.infraville.info](http://www.infraville.info)

None of the directors or Key Managerial Personnel and their relative, except Mr. Mohan Tandon, is concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 4 for the approval of members.

### **ITEM NO. 5**

The Board of Directors of the Company at the recommendation of Nomination & Remuneration Committee, wish to appoint Mr. Sachin Mishra (DIN: 07267599) as an Independent Director of the Company with effect from 30th September, 2015 for a term of five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Dinesh Soni, member of the Company signifying his candidature as an Independent director of the Company.

The Company has received a declaration of Independence from Mr. Sachin Mishra. In the opinion of the Board, Mr. Sachin Mishra fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of draft letter of appointment for Independent directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.infraville.info](http://www.infraville.info)



None of the directors or Key Managerial Personnel and their relative, except Mr. Sachin Mishra, is concerned or interested (financially or otherwise) in this resolution. The Board recommends the ordinary resolution set out at item no. 5 for the approval of members.

**ITEM NO. 6**

The Board of directors of the Company, at the recommendation of Audit Co Nomination & Remuneration Committee, wishes to increase the remuneration of managing Director to Rs. 4,80,000 per annum plus 0.25% of turnover of the company.

None of the directors or Key Managerial Personnel and their relative, except Mr. Vivek Gupta, is concerned or interested (financially or otherwise) in this resolution. The Board commends the ordinary resolution set out at item no. 6 for the approval of members.

**By Order of Board**

**Sd/-**

**Gaurav Srivastava**

**Company Secretary & Compliance Officer**

**Bangalore, 31<sup>st</sup> Day of August, 2015**

## PROFILE OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT

### **Mr. Mohan Tandon (DIN: 07266793)**

Mr. Mohan Tandon has experience of more than 20 years in Insurance sector.

Directorship in other Companies as on 31<sup>st</sup> March, 2015- Nil

### **Ms. Sachin Mishra (DIN: 07267599)**

Mr. Sachin Mishra is a Chartered Accountant and has experience of 2 years in Direct Taxes and Company Laws.

Directorship in other Companies- Nil

Chairmanship/Membership in other Committees-NIL

### **Directors' Interest**

The extent of shares held by them in the Company as given in the table below:

<b>Name of the Director</b>	<b>No. of Shares</b>	<b>%</b>
Mr. Mohan Tandon	NIL	NIL
Mr. Sachin Mishra	NIL	NIL

**Annexure to Notice- Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 52 of the Listing Agreement)**

<b>Name of Director</b>	<b>Mohan Tandon</b>	<b>Sachin Mishra</b>
Date of Birth/Age	03/05/1971	10/07/1991
Date of appointment on the Board	Proposed on 31/08/2015	Proposed on 31/08/2015
Qualification	B.com.	Chartered Accountant
Brief Profile and nature of their expertise	Experience of more than 20 years in Insurance Sector	Experience of 2 years in Direct Taxes and Company Law
Directorship held in other Companies	NIL	Nil
Membership/Chairmanship of all Committees of all Companies	NIL	NIL
Shareholding of Non Executive Directors in the Company	NIL	NIL

**JLA Infraville Shoppers Limited**

**CIN:** U52390KA2013PLC071372

Registered Office: No.9, Fourth Floor, 4<sup>th</sup> Cross, H. Siddiah Road, Bangalore- 560027

Folio No/Client ID & DP Id:

**ATTENDANCE SLIP**  
**SECOND ANNUAL**  
**GENERAL MEETING**  
On Wednesday,  
30th September, 2015  
at  
No.9, Fourth Floor, 4th  
Cross, H. Siddiah Road,  
Bangalore- 560027

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

I record my presence at the  
**Second Annual General Meeting**

\_\_\_\_\_  
Name of Proxy in BLOCK LETTERS

\_\_\_\_\_  
(If the Proxy attends instead of the Member)  
Signature of Member/Proxy

**Form No. MGT-11**

**Proxy Form**

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

CIN: U52390KA2013PLC071372

Name of the Company: JLA Infraville Shoppers Limited

Registered Office: No.9, Fourth Floor, 4<sup>th</sup> Cross, H. Siddiah Road, Bangalore- 560027

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) of .....shares of the above named Company, hereby appoint

1. Name:.....

Address:

E-mail Id:

Signature:....., or failing him

2. Name:.....

Address:

E-mail Id:

Signature:....., or failing him

3. Name:.....

Address:

E-mail Id:

Signature:.....

Signed this.....day of .....2015.

Affix  
Revenue  
Stamp

Signature of shareholder(s)

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 the First Annual General Meeting.**