

# JLA INFRAVILLE SHOPPERS LTD

(CIN- L52390KA2013PLC071372)

Registered Office: 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103  
Web site: [www.infraville.info](http://www.infraville.info) E-mail id: [infraville@yahoo.in](mailto:infraville@yahoo.in)

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To

The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

Dear Sir/Madam

**Sub: Annual Report for the year ended on 31<sup>st</sup> March, 2016**

Please find enclosed herewith the Annual Report for the Year ended on 31<sup>st</sup> March 2016.

The above is for your information and record.

Thanks & Regards,

Yours Faithfully

**For JLA Infraville Shoppers Ltd**



**Gaurav Srivastava**  
**Company Secretary & Compliance Officer**

**Date:** 20/10/2016

**Place:** Bangalore

**Encl:** Annual Report

JLA INFRAVILLE SHOPPERS LIMITED

2016

3<sup>rd</sup> ANNUAL REPORT

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# DIRECTORS REPORT

Dear Shareholders,

Your Board of Directors has pleasure in presenting the 3<sup>rd</sup> Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2016. 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)

PARTICULARS	(Rs.)	
	Year ended March 31 <sup>st</sup> , 2016	Year ended March 31 <sup>st</sup> , 2015
	(Amount in Rs.)	(Amount in Rs.)
Net Sales/Income from operations	3,63,37,352.00	61,94,025.00
Other Operating Incomes	0.00	0.00
Other Incomes	17,61,521.00	28,26,728.00
Total Revenue	3,80,98,873.00	90,20,753.00
Total Expenses	3,77,48,064.00	1,19,33,476.00
Net Profit Before Taxation	3,50,809.00	-29,12,723.00
Tax Expenses:	1,89,176.00	8,97,100.00
Profit For The Period	1,61,633.00	-20,15,623.00
Surplus-Opening Balance	-18,64,324.00	1,51,687.00
Addition during the year	1,61,633.00	-20,15,623.00

APPROPRIATIONS		
Amount transferred to General Reserve	-	-
Interim Dividend	-	-
Dividend	-	-
Total Dividend	-	-
Dividend Tax	-	-
Surplus- Closing Balance	-16,63,659.00	-18,64,324.00
Earnings Per Share:		
Basic	0.02	-0.41
Diluted	0.02	-0.41

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 hereto.

4. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the financial year 2015-16.

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 2015-16

The Company has not increased its Authorized Share Capital during the financial Year 2015-16.

## 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. 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, 2016, 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, 2016 and of the profit 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.

## 10. CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15 (1) and (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Regulation 46 (C) (D) and (E) are not applicable on the company as the company is a SME company therefore we are not require to attach the report on Corporate Governance together with the Practicing Company Secretaries' Certificate on compliance in this regard and Managing Director's declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel.

## 11. 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.

## 12. AUDITORS REPORT

There are no qualifications in Auditors Report.

## 13. 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.

## 14. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

There is no subsidiary company of the Company.

## 15. 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.

## 16. NUMBER OF MEETINGS OF THE BOARD

There were Six (06) meetings of the Board of Directors held during the financial year 2015-16.

17. 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. Sachin Kumar Mishra, Mr. Mohan Tandon 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.

18. DISCLOSURE IN RELATION TO THE VIGIL MECHANISM

The Vigil Mechanism Policy has been uploaded on company's website [www.infraville.info](http://www.infraville.info).

19. 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. However the requirement of declaration to this effect signed by CEO, i.e. Managing Director is exempted pursuant to Regulation 15 (1) and (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

20. 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).

21. 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)



## 22. COMPOSITION OF AUDIT COMMITTEE

The composition of Audit Committee as on 31st March, 2016 is as under:

Composition of Audit Committee as on 31 <sup>st</sup> March, 2016			
Name of the Director(s)	Ms. Purvi Misra (DIN 06858875)	Mr. Sachin Kumar Mishra (DIN 07267599)	Mr. Jawahar Lal Agarwal (DIN 02648829)
Designation	Chairperson	Member	Member
Category	Independent Director	Independent Director	Executive Director

## 23. CORPORATE SOCIAL RESPONSIBILITY POLICY

The Company do not fall under the categories of the companies as mentioned under section 135 of Companies Act, 2013 and rule 8 (1) of Companies (CSR POLICY) Rules, 2014, therefore we still have not made any CSR policy.

## 24. 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 SEBI (Listing Obligation & Disclosure) Regulations, 2015, Board has Carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

## 25. 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.

**26. 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.

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

Mr. Sachin Kumar Mishra (DIN-) has been appointed on 30<sup>th</sup> September, 2015 as an Independent and Non-Executive Director as approved by the Board of Directors and shareholders of the company.

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

Mr. Mohan Tandon (DIN-) has been appointed on 30<sup>th</sup> September, 2015 as an Independent and Non-Executive Director as approved by the Board of Directors and shareholders of the company.

Mr. Mohan has a vast experience in Insurance Sector.

Mr.Avanish Kumar (DIN- 06852656) resigned from the directorship of the company with effect from 20th October, 2015.

Mr. Nitin Kumar Omar (DIN- 06863527) resigned from the directorship of the company with effect from 20th October, 2015.

**28. 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.

## 29. 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.

## 30. 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 and the appointment was duly ratified at last AGM.

### 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. Manish Sinha, a Company Secretary in Practice to undertake the Secretarial Audit of the Company for the FY- 2015-2016. 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. Neeraj Agarwal as the Internal Auditor of the Company for the FY- 2015-2016.

## 31. 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 2015-2016

S.NO	NAME	DESIGNATION	CTC	MEDIAN EMPLOYEE SALARY	RATIO
1	Jawahar Lal Agarwal	Director	0	10000	0
2	Vivek Gupta	Managing Director	360000	10000	36:1
3	Purvi Misra	Independent Director	0	10000	0
4	Sachin Kumar Mishra	Independent Director	0	10000	0
5	Mohan Tandon	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 2015-2016

S. No.	Name	Designation	Remuneration Paid in FY 2014-2015	Remuneration Paid in FY 2015-2016	Change	Percentage	Remarks
1.	Vivek Gupta	Managing Director	270000	360000	90000	133.3%	Appointed as MD in FY2014-15
2.	Jawahar Lal Agarwal	Director	0	48000	48000	100%	No Change
3.	Purvi Misra	Independent Director	NA	0	0	0.00%	Became Director in FY 2014-15
4.	Sachin Kumar Mishra	Independent Director	NA	0	0	0.00%	Became Director in FY 2015-16
5.	Mohan Tandon	Independent Director	NA	0	0	0.00%	Became Director in FY 2015-16
6.	Gaurav Srivastava	Company Secretary	180000	216000	36000	20%	Appointed in FY2014-15
7.	Kratika	Chief	180000	153000	27000	15%	Not

Agarwal	Financial Officer	received salary for 2 months
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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-15 & Mar-16)			
Remuneration of Apr-15 (Total earning + Employer PF)	Remuneration of Mar-16 (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

Total remuneration paid in FY 2014-2015	Total remuneration paid in FY 2015-2016	Average Increase in Remuneration	Revenue in the FY 2014-2015	Revenue in the FY 2015-2016
9,19,733	14,96,117	162.67%	90,20,753.00	38098873.00

COMPANY PERFORMANCE

PARTICULARS	FINANCIAL YEAR 2014-2015	FINANCIAL YEAR 2015-2016
TOTAL REVENUE	90,20,753.00	3,80,98,873.00
PROFIT BEFORE TAX	-29,12,723.00	3,50,809.00
PROFIT AFTER TAX	-20,15,623.00	1,61,633.00

There is 422.34% increase in the revenue of the Company from the previous financial Year and there is a profit of Rs 1, 61,633/- after tax of the Company.

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:

Remuneration of the KMP	Total Revenue in FY 2014-2015	Total Revenue in FY 2015-2016	% Increase in Revenue
7,77,000.00	90,20,753.00	3,80,98,873.00	422.35%

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:

Average percentile increase in remuneration paid to employee excluding key managerial personnel for the FY 2014-2015	Average percentile increase in remuneration paid to employee excluding key managerial personnel for the FY 2015-2016	Average percentile increase in remuneration paid to key managerial personnel for the FY 2014-2015	Average percentile increase in remuneration paid to key managerial personnel for the FY 2015-2016
240.83%	276.86%	100%	117%

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.

### 32. 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.

### 33. 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, 2016. No Convertible Debentures has been issued by the Company as on 31st March, 2016.

### 34. 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.

### 35. 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: 02/09/2016



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.

Purvi Misra

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, Mohan Tandon, son of Onkar Nath Tandon, resident of 117- K Block, Sarvodaya Nagar, Kanpur- 208011, 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.

Mohan Tandon

Sd/-  
Independent Director  
JLA Infraville Shoppers Ltd

Date: 10/11/2015

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, Sachin Kumar Mishra, son of Ravi Shanker Mishra, resident of Chini Mill, Shekhupur, Budaun, Uttar Pradesh- 243601, 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.

Sachin Kumar Mishra

Sd/-  
Independent Director  
JLA Infraville Shoppers Ltd

Date: 10/11/2015

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:**

S. No.	CIN	U52390KA2013PLC071372
1.	Registration Date	09/10/2013
2.	Name of the Company	JLA INFRAVILLE SHOPPERS LIMITED
3.	Category / Sub-Category of the Company	071372/ COMPANY LIMITED BY SHARES
4.	Address of the Registered office and contact details	No. 09, Second Floor, 4th Cross, H. Siddiah Road, Bangalore-560027; E-mail Id- infraville@yahoo.in
5.	Whether listed company	Yes
6.	Name, Address and Contact details of Registrar and Transfer Agent, if any	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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
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	Dem at	Physical	Total	% of Total Shares	
Promoter									
(1) Indian									
Individual/ HUF	1684000	0	1684000	25.95%	1684000	0	1684000	25.95%	0
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
Sub-total(A) (1):-	1684000	0	1684000	25.95%	1684000	0	1684000	25.95%	
(2) Foreign									
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
Total Shareholding of Promoter (A) = (A) (1)+ (A) (2)	1684000	0	1684000	25.95%	1684000	0	1684000	25.95%	0

Public Shareholding	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Institutions									
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
Sub-total (B) (1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
(a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(i) Indian	268502	30000	298502	4.6	285000	30000	315000	4.85	0.25
(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	1118500	30000	1148500	17.70	1147000	10000	1157000	17.83	0.13
(ii) Individual shareholders holding nominal	2828998	530000	3358998	51.75	2799000	535000	3334000	51.37	-0.38

share capital in excess of Rs. 1 lakh									
(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
Sub-total (B)(2)	4216000	590000	4806000	74.05%	4231000	575000	4806000	74.05%	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4216000	590000	4806000	74.05%	4231000	575000	4806000	74.05%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5900000	590000	6490000	100.00%	5915000	575000	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	1018500	15.69%	0	1018500	15.69%	0	0
2	Vivek Gupta	665500	10.25%	0	665500	10.25%	0	0
	Total	1684000	25.94%	0	1684000	25.94%	Nil	0



- 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	1018500	15.69%	1018500	15.69%
2	Vivek Gupta	665500	10.25%	665500	10.25%

- 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	1.54%	100000	1.54%
2	Abhishek Kumar Gupta	90000	1.39%	90000	1.39%
3	Shiv Asrey Singh	60000	0.92%	60000	0.92%
4	Siddharth Gupta	50000	0.77%	50000	0.77%
5	Rakesh Singla	50000	0.77%	50000	0.77%
6	Munish Singla	50000	0.77%	50000	0.77%
7	Achala Singh	50000	0.77%	50000	0.77%
8	Ram Kumar Singh	50000	0.77%	50000	0.77%
9	Praveen Kumar Agarwal	50000	0.77%	50000	0.77%
10	Preeti Agarwal	50000	0.77%	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	1018500	15.69%	1018500	15.69%
2.	Mr. Vivek Gupta	665500	10.25%	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	0	0	0	0

## INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary	Mr. Vivek Gupta (Managing Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360000	360000
	(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)	360000	360000
	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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b><u>Other Non-Executive Directors</u></b>	Mr. Jawahar Lal Agarwal	Nil	Nil	Nil	Nil
	· Fee for attending board committee meetings	48000	0	0	0	0
	· Commission					
	· Others, please specify	0				
	<b>Total (2)</b>	<b>48000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (B)=(1+2)</b>					
	<b>Total Managerial Remuneration</b>	<b>48000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Overall Ceiling as per the Act</b>					<b>Not exceeding Rs. 1 lakh per meeting</b>

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Kratika Agarwal- CFO	Ms. Gaurav Srivastava – Company Secretary	Total
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	153000	216000	369000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
	Stock Option	Nil	Nil	Nil
	Sweat Equity	Nil	Nil	Nil
	Commission - as % of profit - others, specify...	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	<b>Total</b>	<b>153000</b>	<b>216000</b>	<b>369000</b>

• 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, 2<sup>nd</sup> day of September, 2016

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016

[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, 2016 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, 2016 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.
- (ii) Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

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 2016-17 on 02.08.2016
  - 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
- (i) the company has complied with all the requirements in pursuance of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

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.

Place: Kanpur  
Date: 03.08.2016

Sd/-  
Manish Sinha  
Company Secretary in Practice  
Mem. No.: 39188  
CP. No.: 14693

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

‘Annexure A’

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.

Place: Kanpur  
Date: 03.08.2016

Sd/-  
Manish Sinha  
Company Secretary in Practice  
Mem. No.: 39188  
CP. No.: 14693

## ANNEXURE TO DIRECTOR'S REPORT

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### Industry Structure and Development

Your Company deals in the business of E-Commerce Online Shopping Portel. 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, 2<sup>nd</sup> day of September, 2016

## GENERAL SHAREHOLDERS' INFORMATION

### AGM FOR FINANCIAL YEAR 2015- 16

Date and Time	30 <sup>th</sup> September, 2016, 11.00 A.M.
Venue	36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103

### CALENDAR OF FINANCIAL YEAR ENDED 31ST MARCH, 2016

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	30th May, 2016
Book Closure date:	27 <sup>th</sup> September, 2016 to 30 <sup>th</sup> September, 2016
Cut Off date:	5 <sup>th</sup> September, 2016
Last date of receiving Proxy forms	28 <sup>th</sup> September, 2016, 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, Second Floor, 4<sup>th</sup> Cross, H. Siddiah Road,  
Bangalore-560027

E-mail- [infraville@yahoo.in](mailto:infraville@yahoo.in)

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 Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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, 2016, is given below:

<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
Physical Segment	575000	8.86
Demat Segment		
NSDL	3563000	54.90
CDSL	2352000	36.24
<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 2016 for Company's Equity Shares as available on BSE are given as:

Month	High	Low
April 2015	15.35	10.5
May 2015	14.25	10.75
June 2015	18.4	13.05
July 2015	25.5	19
August 2015	29.8	17
September 2015	14.75	12.40
October 2015	14.20	13.80
November 2015	-	-
December 2015	12.75	11.36
January 2016	18.50	13.20
February 2016	14.27	10.53
March 2016	11.58	9.27

### Distribution of Shareholding as on March 31, 2016

No. of Shares held	Shareholders		Shares Held	
	Numbers	Percentage	Numbers	Percentage
5001-10000	03	0.91	30000	0.05
10001-20000	13	3.95	235200	0.36
20001-30000	21	6.38	575000	0.89
30001-40000	20	6.08	799800	1.23
40001-50000	29	8.81	1450000	2.23
50001-100000	89	27.05	8680000	13.37
100001 and Above	154	47.80	53130000	81.86
Total	329	100.00	64900000	100.00

**Statement showing Shareholding of more than 1% of the Capital as on March 31, 2016**

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, 2016**

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	10	273500	4.21
11.	Banks	NIL	NIL	NIL
12.	Resident Individuals			
	holding nominal share capital upto Rs. 1 lakh	168	1157000	17.83
	holding nominal share capital in excess of Rs. 1 lakh	146	3334000	51.37
13.	Clearing Members	3	24980	0.38
14.	Overseas Body Corporate	NIL	NIL	NIL
15.	Trust	NIL	NIL	NIL
16.	<b>TOTAL</b>	<b>329</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, 2<sup>nd</sup> day of September, 2016**



**V. P. ADITYA & COMPANY**  
CHARTERED ACCOUNTANTS

15/198-A, Civil Lines, Kanpur - 208 001  
Ph : 2306882. • Telefax : (0512) 2306508, 2331914, 3015334, 3015335  
E-Mails: vpadiya@rediffmail.com, vpadiya123@gmail.com  
vpadiya123@yahoo.co.in

**Auditors' Report On Yearly Financial Results of the Company Pursuant to the Regulation 33  
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Board of Directors,  
JLA INFRAVILLE SHOPPERS LTD.  
Bengaluru.

We have audited the yearly financial results of JLA INFRAVILLE SHOPPERS LTD. for the period 01.04.2015 to 31.03.2016, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These financial results have been prepared on the basis of the yearly financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such yearly financial statements, which have been prepared in accordance with the Accounting Standard notified under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these yearly financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and  
(ii) give a true and fair view of the net profit and other financial information for the year ended 31<sup>st</sup> March, 2016

Place: Bengaluru  
Dated: 30MAY, 2016



For V.P. ADITYA & COMPANY  
Chartered Accountants  
(FRN : 000542C)

*S. Kakkar*  
(CA Surendra Kakkar)  
Partner

Membership No. 071912



**V. P. ADITYA & COMPANY**  
CHARTERED ACCOUNTANTS

15/198-A, Civil Lines, Kanpur - 208 001  
Ph.: 2306882. • Telefax : (0512) 2306508, 2331914, 3015334, 3015335  
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vpaditya123@yahoo.co.in

**INDEPENDENT AUDITORS' REPORT**

**To the Members of JLA INFRAVILLE SHOPPERS LIMITED**

**1) REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **JLA INFRAVILLE SHOPPERS LIMITED** ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**2) MANAGEMENT'S RESPONSIBILITY FOR THE 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**3) AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 the 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

Page 1 of 7



Branch Offices : 1. 3 Hanuman Road, New Delhi - 208001.  
2. 5/289, Viram Khand, Gomti Nagar, Lucknow - 226010.

considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of 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 financial statements.

**4) OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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 31 March 2016 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:

**The Company has not obtained Secretarial Audit Report by Company Secretary as required by Section 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**

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

2. As required by Section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and





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

PLACE : Bengaluru  
DATED : 30 MAY, 2016



For V.P. ADITYA & COMPANY  
CHARTERED ACCOUNTANTS  
(FRN : 000542C)

*S. Kakkar*  
(CA SURENDRA KAKKAR)  
PARTNER  
M. NO. 071912

The Annexure 'A' referred to in Paragraph 6 (1) of our Independent Auditors' Report to the members of JLA INFRAVILLE SHOPPERS LIMITED on the financial statements for the year ended 31st March 2016.

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:-

- (i) (a) The management has certified that proper records showing full particulars, including quantitative details and situation of fixed assets has been maintained, however the same cannot be verified by us.
- (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.
- (c) There are no immovable properties in the books of Company hence, Clause (i) (c) is not applicable.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification.;
- (iii) 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").
- (iv) In our opinion and according to the information and explanations given to us, the Company has neither granted any loans to directors etc. prescribed u/s 185 of the Act nor has made any loan and investment prescribed u/s 186 of the Act, hence clause (iv) of the order is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) 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.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory including income tax, service tax, custom duty and other material statutory dues applicable to it.  
  
Further to our information, no undisputed amounts in respect of statutory dues were in arrears as at 31 March, 2016 for a period of more than six months from the date these became payable.
- (b) Further according to the information and explanations given to us, there are no dues of income tax, service tax and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute. Provident fund, excise duty and cess are not applicable to the Company.



(viii) The Company has taken a vehicle loan from Bank, however the Company has not defaulted in the repayment of the same.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. The term loans raised was applied for the purpose for which it was obtained.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties, as identified by the management of the Company, are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

PLACE : Bengaluru  
DATED : 30 MAY, 2016



For V.P. ADITYA & COMPANY  
CHARTERED ACCOUNTANTS  
(FRN : 000542C)

*S. Kakkara*

(CA SURENDRA KAKKAR)  
PARTNER  
M. NO. 071912

**Annexure - B to the Auditors' Report referred to in paragraph 6(2)(f) of our Independent Auditor's Report to the Members of JLA Infraville Shoppers Limited on the Financial Statements for the Year Ended 31<sup>st</sup> March, 2016.**

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

We have audited the internal financial controls over financial reporting of JLA Infraville Shoppers Limited ("the Company") as at 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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



### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

PLACE: Bengaluru  
DATED: 30 MAY, 2016



For V.P. ADITYA & COMPANY  
CHARTERED ACCOUNTANTS  
(FRN : 000542C)

*S. Kakkar*

(CA SURENDRA KAKKAR)  
PARTNER  
M. NO. 071912

**JLA INFRAVILLE SHOPPERS LTD.**  
**BALANCE SHEET AS ON 31.03.2016**

Amount in (₹)

Particulars	Note No	AS on 31.03.2016	AS on 31.03.2015
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	64900000.00	64900000.00
(b) Reserve & Surplus	2	(1663659.00)	(1864324.00)
<b>(2) Non- Current Liabilities</b>			
(a) Long Term Borrowings	3	664711.00	-
<b>(3) Current liabilities</b>			
(a) Trade payable		587222.00	794724.00
(b) Other Current Liabilities	4	275642.00	240625.00
(c) Short Term provisions (Provision for Income Tax)		135000.00	60000.00
<b>TOTAL</b>		<b>64898916.00</b>	<b>64131025.00</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets	5		
(i) Intangible assets		392152.00	648481.00
(ii) Tangible assets		1156822.00	446414.00
(b) Deferred tax assets (net)	6	874277.00	988453.00
<b>(2). Current assets</b>			
(a) Inventories	7	2253795.00	3007471.00
(b) Trade Receivables	8	3735329.00	111055.00
(c) Cash & cash equivalents	9	761536.00	9159791.00
(d) Short term loans and advances	10	55725005.00	49729107.00
(e) Other current assets	11	0.00	40253.00
<b>TOTAL</b>		<b>64898916.00</b>	<b>64131025.00</b>

Significant Accounting policies

15

Additional Notes

16

As per our separate report of even date attached.

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

*S. Kakkar*  
(CA Surendra Kakkar)  
Partner  
M.N.- 071912



For and on behalf of the Board

*Jawahar Lal Agarwal*  
(Jawahar Lal Agarwal)  
DIRECTOR

*Vivek Gupta*  
(Vivek Gupta)  
DIRECTOR

Place: Bengaluru

Date : 30 May, 2016

**JLA INFRAVILLE SHOPPERS LTD.**  
Statement of Profit and Loss for the Year Ended 31st, March, 2016

Amount in (₹)

Particulars	Note No.	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
I. Revenue from operations	12	36337352.00	6194025.00
II. Other Income		1761521.00	2826728.00
<b>III.Total Revenue(I+II)</b>		<b>38098873.00</b>	<b>9020753.00</b>
<b>IV. EXPENSES</b>			
Purchase of Stock- in-Trade		28101128.00	7329746.00
Changes in inventories of goods traded	7	753676.00	(3007471.00)
Employee benefit expense	13	1496117.00	919733.00
Depreciation and amortization expense	5	559875.00	540520.00
Other Expenses	14	6837268.00	6150948.00
<b>IV.Total Expenses</b>		<b>37748064.00</b>	<b>11933476.00</b>
<b>V. Profit before exceptional and extarordinary items and tax (III-IV)</b>			
		350809.00	(2912723.00)
VI. Exceptional Items		0.00	0.00
VII. Profit before extraordinary items and tax (V-VI)		350809.00	(2912723.00)
VIII. Extraordinary Items		0.00	0.00
<b>IX. Profit before tax (VII-VIII)</b>		<b>350809.00</b>	<b>(2912723.00)</b>
<b>X. Tax Expense:</b>			
(1) Current Tax		189176.00	897100.00
(2) Deferred Tax	6	75000.00	60000.00
		114176.00	957100.00
<b>XI. Profit(Loss) from the period continuing operations (IX-X)</b>		<b>161633.00</b>	<b>(2015623.00)</b>
<b>XII. Profit/(loss) for the period</b>		<b>161633.00</b>	<b>(2015623.00)</b>
<b>XIII. Profit/(loss) for the period</b>		<b>161633.00</b>	<b>(2015623.00)</b>
<b>XIX. Earning per equity share:</b>			
(1) Basic		0.02	(0.41)
(2) Dilluted		0.02	(0.41)

Significant Accounting policies

15

Additional Notes

16

As per our separate report of even date attached.

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

*S. Kakkav*  
CA Surendra Kakkav  
Partner  
M.N.- 071912



For and on behalf of the Board

*Jawahar Lal Agarwal* *Vivek Gupta*

(Jawahar Lal Agarwal)  
DIRECTOR

(Vivek Gupta)  
DIRECTOR

Place: Bengaluru

Date : 30 May, 2016

**JLA INFRAVILLE SHOPPERS LIMITED**  
**CASH FLOW STATEMENT**

	Amount in (₹)	
	For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	350,809.00	(2,912,723.00)
Adjusted for:		
Depreciation	559,875.00	540,520.00
Preliminary Expenses w/off	-	-
Taxation	-	(60,388.00)
Deferred Revenue Expenditure	-	-
(Profit)/loss on sale of Assets	-	-
Interest & Finance Charges	569,238.00	24,206.00
Interest on Fixed Deposit	(1,761,521.00)	(2,826,555.00)
Dividend Income/Prior Period Items	39,032.00	-
<b>Operating Profit before Working Capital Changes</b>	<b>(593,376.00)</b>	<b>(2,322,217.00)</b>
Adjusted for:		
Decrease/(Increase) in Receivables	(3,624,274.00)	(39,439.00)
Decrease/(Increase) in Inventories	753,676.00	(3,007,471.00)
Increase/(Decrease) in Payables	(172,485.00)	879,206.00
<b>Cash generated from operations</b>	<b>(3,043,083.00)</b>	<b>(2,167,704.00)</b>
Adjusted for:		
Income Tax paid	-	-
<b>Net Cash flow from Operating activities</b>	<b>(3,285,650.00)</b>	<b>(7,402,644.00)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1,013,954.00)	(663,205.00)
Mutual Fund	-	-
Sale of Fixed Assets	-	-
Increase in Advances & others	(5,955,645.00)	(34,806,073.00)
Interest on Fixed Deposit	1,761,521.00	2,809,828.00
Dividend Income/Prior Period Items	-	-
<b>Net Cash used in Investing activities</b>	<b>(5,208,078.00)</b>	<b>(32,659,450.00)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Equity Shares	-	43,350,000.00
Proceeds from Share Application Money	-	(2,150,000.00)
Proceeds from Long term Borrowings	664,711.00	-
Interest paid	(₹ 9,238.00)	(24,206.00)
<b>Net Cash used in financing activities</b>	<b>95,473.00</b>	<b>41,175,794.00</b>
<b>Net increase in cash &amp; Cash Equivalents</b>	<b>(8,398,255.00)</b>	<b>1,113,700.00</b>
Cash and Cash equivalents as at 01.04.2015	9,159,791.00	8,046,091.00
Cash and Cash equivalents as at 31.03.2016	<b>761,536.00</b>	<b>9,159,791.00</b>

As per our separate report of even date attached.

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

*S. Kakkar*  
(CA Surendra Kakkar)  
Partner  
M.N.- 071912



For and on behalf of the Board

*Jawahar Lal Agarwal*

(Jawahar Lal Agarwal)  
DIRECTOR

*Vivek Gupta*

(Vivek Gupta)  
DIRECTOR

Place: Bengaluru  
Date : 30 May, 2016



JLA INFRAVILLE SHOPPERS LTD.

Amount in (₹)

	AS on 31.03.2016	AS on 31.03.2015
<b>Note 1 :- Share Capital</b>		
<b>Authorised Shares</b> 6500000 Equity Shares of Rs.10/- each	6500000.00	6500000.00
	6500000.00	6500000.00
<b>Issued, Subscribed &amp; Fully Paid</b> 6490000 Equity Shares of Rs.10/- each	6490000.00	6490000.00
<b>Total</b>	6490000.00	6490000.00

Amount in (₹)

Share Capital Schedule (No. of shares Outstanding)	AS on 31.03.2016	AS on 31.03.2015
Particulars	Nos	Nos
Opening number of Shares Outstanding	6490000	2155000
Add: Allotment During the Year	0	4335000
Closing number of outstanding shares at the end of the period	6490000	6490000

As at 31.03.2016 the following equity shareholders held more than 5% shares in the company :-

Name of Shareholders	AS on 31.03.2016		AS on 31.03.2015	
	Nos	%	Nos	%
1. Shri Jawahar Lal Agarwal	1018500	15.69	1018500	15.69
2. Shri Vivek Gupta	665500	10.25	665500	10.25

Amount in (₹)

	AS on 31.03.2016	AS on 31.03.2015
<b>Note 2:- Reserve &amp; surplus</b>		
<b>(a) Surplus in the statement of Profit &amp; Loss Account</b>		
As per last Balance Sheet	(1864324.00)	151687.00
Add: Profit/ (-loss) for the year	161633.00	(2015623.00)
Less: Appropriation (Prior Period items)	(39032.00)	0.00
Less: Taxation	0.00	388.00
<b>Net surplus/ (-Deficit) in the statement of profit and loss account</b>	(1663659.00)	(1864324.00)
<b>Total</b>	(1663659.00)	(1864324.00)

Amount in (₹)

	AS on 31.03.2016	AS on 31.03.2015
<b>Note 3 :- Long Term Borrowings</b>		
a) Term Loan from Bank (secured against hypothecation of Car)	664711.00	0.00
<b>Total</b>	664711.00	0.00

b) The repayment of Car Loan is @ (₹) 11985.71 for 84 months. As on 31st March, 2016, 78 installments remains outstanding.

Amount in (₹)

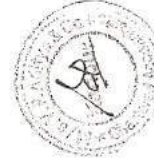
	AS on 31.03.2016	AS on 31.03.2015
<b>Note 4 :- Other Current Liabilities</b>		
a) Expenses Payable	236623.00	168263.00
b) Swachh Bharat cess Payable	12000.00	
c) TDS Payable	27019.00	72362.00
<b>Total</b>	275642.00	240625.00



**JLA INFRAVILLE SHOPPERS LTD.**

Note 5: FIXED ASSETS:

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	as at 01.04.2015	Addition/ (Deletion)	as at 31.03.2016	as at 01.04.2015	For the Year	Deduction/ Adjustments	as at 31.03.2016	as at 31.03.2015	as at 31.03.2015
<b>(i) Intangible Asset</b>									
Website Development Account	618533.00	0.00	618533.00	258300.00	143048.00	0.00	401348.00	217185.00	360233.00
Website Development (software)	368941.00	0.00	368941.00	80693.00	113281.00	0.00	193974.00	174967.00	288248.00
	987474.00	0.00	987474.00	338993.00	256329.00	0.00	595322.00	392152.00	648481.00
<b>Total (i)</b>	987474.00	0.00	987474.00	338993.00	256329.00	0.00	595322.00	392152.00	648481.00
<b>(ii) Tangible Asset</b>									
Furniture & Fixture	292580.00	64524.00	357104.00	53040.00	68394.00	0.00	121434.00	235670.00	239540.00
Compute- & Data Processing Units	255029.00	97737.00	352766.00	165268.00	87360.00	0.00	252628.00	100138.00	89761.00
Electrical Installations	72250.00	0.00	72250.00	16677.00	14388.00	0.00	31065.00	41185.00	55573.00
Office Equipment	6000.00	0.00	6000.00	1348.00	2097.00	0.00	3445.00	2555.00	4652.00
Motor Vehicles	58764.00	851693.00	910457.00	1876.00	131307.00	0.00	133183.00	777274.00	56888.00
<b>Total (ii)</b>	684623.00	1013954.00	1698577.00	238209.00	303546.00	0.00	541755.00	1156822.00	446414.00
<b>TOTAL (i)+(ii)</b>	1672097.00	1013954.00	2686051.00	577202.00	559875.00	0.00	1137077.00	1548974.00	1094895.00
Grand Total	1672097.00	1013954.00	2686051.00	577202.00	559875.00	0.00	1137077.00	1548974.00	1094895.00
Total (Previous Year)	1008892.00	663205.00	1672097.00	36682.00	540250.00	0.00	577202.00	1094895.00	-



**JLA INFRAVILLE SHOPPERS LTD.**

**Note No: -6 Deferred Tax (Net)**

**I) Deferred Tax Liability:-**

The Break-up of deferred tax liability into major components for the year ended 31.03.2016 is as follows :-

Particulars	31.03.2016		31.03.2015	
	Total	Deferred Tax Impact	Total	Deferred Tax Impact
(i) On preliminary & pre-operative expenses	82117.00	25374.00	82117.00	25374.00
(ii) On public issue expenses	358599.00	110807.00	(3227395.00)	(997265.00)
Total	440716.00	136181.00	(3145278.00)	(971891.00)

**II) Deferred Tax Asset:-**

The Break-up of deferred tax Asset into major components for the year ended 31.03.2016 is as follows :-

Particulars	31.03.2016		31.03.2015	
	Total	Deferred Tax Impact	Total	Deferred Tax Impact
(i) Timing Difference on depreciation for the year	71213.00	22005.00	(47865.00)	(14790.00)
Total	71213.00	22005.00	(47865.00)	(14790.00)

**III) Net Deferred Tax Assets/(Liability) recognized in the profit and loss account is (₹) (114176/- ) (Previous Year (₹) 957100/-)**

**IV) Amount recognised in the Balance Sheet :**

Particulars	As on	As on
	31.03.2016	31.03.2015
Opening Net Deferred Tax Asset	988453.00	31353.00
Add/ (Less) Amount recognised in Profit & Loss Account	(114176.00)	957100.00
Closing Net Deferred Tax Asset	874277.00	988453.00



## JLA INFRAVILLE SHOPPERS LTD.

Amount in (₹)

Note 7: Changes in Inventories of Goods Traded	AS on 31.03.2016	AS on 31.03.2015
Opening Stock	3007471.00	0.00
Closing Stocks	2253795.00	3007471.00
<b>Change in value of Goods Traded</b>	<b>753676.00</b>	<b>(3007471.00)</b>

a) Inventories are as certified and valued by the management of the Company.

Amount in (₹)

Note 8: Trade Recievables	AS on 31.03.2016	AS on 31.03.2015
<b>Unsecured considered goods</b>		
i) Outstanding for a period exceeding Six months from the date they are due for payment	0.00	0.00
ii) Others	3735329.00	111055.00
Less: Provision for doubtful debts	0.00	0.00
<b>TOTAL</b>	<b>3735329.00</b>	<b>111055.00</b>

Amount in (₹)

Note 9: Cash & Cash Equivalents	AS on 31.03.2016	AS on 31.03.2015
<b>a) Balances with Banks</b>		
i) In current accounts	659474.00	1098246.00
ii) In Fixed deposit	0.00	8039000.00
<b>b) Cash in Hand</b>	<b>102062.00</b>	<b>22545.00</b>
<b>TOTAL</b>	<b>761536.00</b>	<b>9159791.00</b>

Amount in (₹)

Note 10 : Short Term Loans & Advances	AS on 31.03.2016	AS on 31.03.2015
<b>a) Loans and Advances to Related Parties</b>	<b>0.00</b>	<b>0.00</b>
<b>b) Others (Unsecured considered good)</b>		
i) Advances to Staff	0.00	7000.00
ii) Advances, unsecured considered good	31266532.00	26158152.00
iii) Advance Direct Taxes ( TDS )	725982.00	323940.00
iv) Advance Indirect Taxes	1125106.00	559346.00
v) Advance For Property	18000000.00	18000000.00
vi) Advances to Suppliers	4126885.00	4291669.00
vii) Prepaid expenses	0.00	8500.00
viii) Security Deposits	480500.00	380500.00
<b>TOTAL</b>	<b>55725005.00</b>	<b>49729107.00</b>
a) Advance for property amounting Rs. 18000000.00 has been given for purchasing the property in Bangalore and execution of transfer deed is pending for want of full sale consideration.		
b) Loans & advances to related parties -NIL ( Previous year - NIL)		

Amount in (₹)

Note 11: Other Current Assets	AS on 31.03.2016	AS on 31.03.2015
Interest accrued on FDR's	0.00	40253.00
<b>TOTAL</b>	<b>0.00</b>	<b>40253.00</b>



**JLA INFRAVILLE SHOPPERS LTD.**

Amount in (₹)

<b>Note 12 : Revenue From Operations</b>	<b>Year Ended 31.03.2016</b>	<b>Year Ended 31.03.2015</b>
a) Operating Revenues	33937352.00	5599525.00
b) Commission	2400000.00	594500.00
<b>Total</b>	<b>36337352.00</b>	<b>6194025.00</b>

Amount in (₹)

<b>Note 13: Employee benefit expenses</b>	<b>Year Ended 31.03.2016</b>	<b>Year Ended 31.03.2015</b>
a) Salaries & wages	1496117.00	689833.00
b) Training Expenses	0.00	45000.00
c) Internship	0.00	184900.00
<b>Total</b>	<b>1496117.00</b>	<b>919733.00</b>

Amount in (₹)

<b>Note 14 :- Other Expenses</b>	<b>Year Ended 31.03.2016</b>	<b>Year Ended 31.03.2015</b>
a) Rent	444500.00	231176.00
b) Electricity & Water Charges	22733.00	25970.00
c) Communication expenses	52060.00	69087.00
d) Printing & Stationery	44663.00	51586.00
e) Miscellaneous expenses	26923.00	19553.00
f) Conveyance & Travelling expenses	129527.00	34702.00
g) Postage Expenses	5550.00	7395.00
h) Director remuneration	408000.00	290000.00
i) Legal, Professional and consultancy charges	160377.00	257945.00
j) Auditors Remuneration(Audit fee)	30000.00	28824.00
k) Share issue and preliminary expenses	0.00	3585994.00
l) Advertisement and Publicity expenses	415263.00	186789.00
m) Shipping and Handling Expenses	297610.00	356895.00
n) Office Expenses	51401.00	49070.00
o) Depository Expenses	45000.00	59187.00
p) Bank Charges	5000.00	11683.00
q) Server Expenses	210902.00	122381.00
r) Commission paid	3092334.00	702334.00
s) Web Expenses	469927.00	32071.00
t) Repair & Maintenance	61442.00	4100.00
u) Interest	569238.00	24206.00
v) Freight & Cartage	34436.00	0.00
w) Internal Audit Fees	187000.00	0.00
x) Sundry Balance w/o or Round off	658.00	0.00
y) Swachh Bharat Cess	5431.00	0.00
z) Listing Fees/Registered Transfer Agent Fees	67293.00	0.00
<b>Total</b>	<b>6837268.00</b>	<b>6150948.00</b>



**Note 15:- 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**

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

**c) Revenue Recognition**

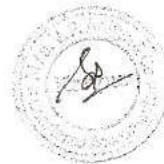
Revenues are recognized and accounted for on accrual basis except in cases where significant uncertainties as to its measurability or collectability exist.

**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 for bringing the assets at its working condition for the intended use.
- ii) **Intangible Assets**:- The Company recognizes Intangible Assets in accordance with Accounting Standard-26 issued by the Institute of Chartered Accountant of India.
- 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**

The Company reports earnings per share in accordance with Accounting Standard -20 issued by the Institute of Chartered Accountant of India



**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" between 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.

**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) 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.

**i) Foreign Exchange Transactions**

Foreign Currency transactions are recognised at the equivalent rupee value earned/ incurred. Year end balance in current assets/ liabilities is accounted at applicable rates.



Exchange difference if any arising on account of fluctuation in the rate of exchange is recognized in the profit and loss account

**Note 16:- Additional Notes**

1. In the financial year 2015-16, the Company has operated in only one business segment, hence compliance of AS-17 regarding "Segment Reporting" is not necessary.
2. Related party transactions:

A)

Particulars	2015-16	2014-15
In Respect Of:		
	0.00	0.00
Purchase of Goods	1788207.00	0.00
Salary Paid	153000.00	0.00
Key Managerial Remuneration	408000.00	290000.00
Rendering Services	147000.00	0.00
Salary Paid	153000.00	0.00

B)

Subsidiaries	There is no subsidiary of the Company
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C)

Promoter Director	Shri Jawahar Lal Agarwal
	Shri Vivek Gupta

D)

Key Management Personal	Shri Jawahar Lal Agarwal
	Shri Vivek Gupta





E)

S. No.	Name of the Related Party	Relationship
1	Indu Traders	Firm of Mother of Key Managerial Person
2	Smt. Kratika Agarwal	Relative of Key Managerial Person
3	Shri Neeraj Agarwal	Relative of Key Managerial Person

3. Contingent Liabilities:
- |   | 2015-16 | 2014-15 |
|---|---------|---------|
| Claims against the Company not acknowledged as debt | NIL     | NIL     |
4. Provision for Retirement Benefits including Gratuity of employees is not required to be made as the company was incorporated in the year 2013.
5. Payment made to auditors-
- Audit Fees            30000/- (Excluding Service Tax)
6. 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.
7. Sundry Debtors and Creditors, Loans and Advances are subject to confirmation.
8. Earning per share :

Particulars	2015-2016	2014-15
i) Net Profit/(Loss) after tax available for equity shareholders	161633	(2015623)
ii) Weighted Average no. of equity share of Rs.10/- each used as denominator for calculating EPS	6490000	4890667
III) Basic/diluted Earnings per share of face value of	0.02	(0.41)



Rs.10/- (Rs.)	
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9. Last year's figures have been regrouped and re-arranged wherever necessary to conform to the figures of the current year.
10. Figures have been rounded off to the nearest rupee.

**Signed for Identification**

For V.P Aditya & Co.

Chartered Accountants

(FRN-000542C)

*S. Kakkar*

(CA. Surendra Kakkar )

Partner

M.No.071912



FOR JLA INFRAVILLE SHOPPERS LTD.

*Haganwal*

Director

Director