



JLA INFRVILLE SHOPPERS LIMITED

CIN: L52390KA2013PLC071372

Reg. Office: NO. 2363, First Floor, 24TH Main, 1ST Sector, HSR Layout, Bangalore-560102,

Web Site: www.infraville.info

E-mail id: infraville@yahoo.in

Date: August 30, 2022

To,
The Deputy General Manager,
Department of Corporate Services,
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

BSE Scrip Code: 538765

Sub.: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir/Madam,

This is to inform you that the 9th Annual General Meeting of the Company is scheduled to be held on Wednesday, September 28, 2022 at 04:00 P.M at the Registered Office of the Company. Copy of Notice for the 9th Annual General Meeting of the Company is enclosed.

Please take it on your record and oblige us.

Thanking you,

Yours faithfully,

For JLA Infraville Shoppers Limited

Chaitanya.



Chaitanya Puri
(Company Secretary & Compliance Officer)

NOTICE

Notice is hereby given that 9th Annual General Meeting of the Members of JLA Infraville Shoppers Limited (“**the Company**”) will be held on Wednesday, September 28, 2022 at 04.00 P.M. at the Registered Office of the Company at No. 2363, First Floor, 24th Main, 1st Sector, HSR Layout Bangalore 560102 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2022 and Reports of the Board of Directors and the Auditors thereon.

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended on March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Ms. Nikita Shrivastava (DIN: 09028825), who retires by rotation and being eligible offers himself for re-appointment.

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Ms. Nikita Shrivastava (DIN: 09028825) as such, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS

3. **TO CONSIDER AND APPROVE RECLASSIFICATION OF PROMOTERS OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND FIT TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the company be and is hereby given to reclassify the following person from “Promoter Category” to Public Category” since the person is neither involved in the management nor holding any controlling stake in the Company.

S.No	Name of the Person	No. of Equity Shares held
1.	Vivek Gupta	500

“RESOLVED FURTHER THAT the letter as received from the above person be and is hereby taken on record with the following below mentioned details;

- i. the aforesaid person do not hold more than 10% of the paid-up Capital of the Company.
- ii. the shareholding of the aforesaid Promoter / Promoter Group is only upto 0.0078% of the equity share capital of the Company.
- iii. the aforesaid persons has not and will continue to not exercise direct or indirect control over the Company.
- iv. No director of the above said person has been or would be appointed as key managerial personnel of the Company.
- v. No special right were even held and would not be ever held by the above reclassified above said person / entity/Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION/S, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 149, 150 152, 160, 161 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule V of the Companies Act, 2013, and on the recommendations made by the Nomination & Remuneration Committee, Mr. Atul Agarwal (DIN: 09279372) who was appointed as an Additional Director of the Company at the Board Meeting held on November 13, 2021 and who holds office upto the date of this Annual General Meeting, be and is hereby elected and appointed as Non Executive Non Independent Director of the Company for a term up to five consecutive years commencing from the Annual General Meeting of the Company to the date of the 14th Annual General Meeting to be held in the year 2027.

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION/S, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 149, 150 152, 160, 161 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule V of the Companies Act, 2013, and on the recommendations made by the Nomination & Remuneration Committee, Mr. Pratap Chakravarthy (DIN: 09638870) who was appointed as an Additional Director of the Company at the Board Meeting held on June 28, 2022 and who holds office upto the date of this Annual General Meeting, be and is hereby elected and appointed as Non Executive Independent Director of the Company for a term up to five consecutive years commencing from the Annual General Meeting of the Company to the date of the 14th Annual General Meeting to be held in the year 2027.

By Order of Board

Sd/-

Chaitanya Puri

Company Secretary & Compliance Officer

Bengaluru, 26th Day of August, 2022

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

1. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books will remain closed from **September 21, 2022 to September 28, 2022** (both days inclusive) for the purpose of AGM.
4. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, **Bigshares Services Private Limited**.
5. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
6. Electronic copy of the notice of the 9th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 9th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.
7. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11:00 a.m. to 01:00 p.m. up to the date of the 9th Annual General Meeting of the Company.
8. Members are requested to bring their copy of Annual Report to the Meeting.
9. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.

10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.

11. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorizing their representatives to attend and vote at the Annual General Meeting.

12. In case a Member receives physical copy the Notice of the 9th AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy.

13. Please follow S. No. (i) to S. No. (xi) as mentioned aforesaid, to cast vote.

14. VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022. The Notice calling the AGM has been uploaded on the website of the Company at www.infraville.info. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 25th September, 2022 at 9:00 A.M. and ends on 27th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System My easi.

2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.

3. If the user is not registered for Easi/Easiest, option to

	<p>register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 - d) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - e) How to retrieve your ‘initial password’?
 - (iii) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (iv) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsvaibhav@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Yogesh Tiwari at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to infraville@yahoo.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to infraville@yahoo.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

By Order of Board

Sd/-

Chaitanya Puri

Company Secretary & Compliance Officer
Bengaluru, 26th Day of August, 2022

ANNEXURE TO THE NOTICE
Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS

Item - 2

Based on the terms of appointment, office of executive directors and the non-executive & non independent chairman are subject to retirement by rotation. Ms. Nikita Shrivastava, who was appointed on September, 29 2021, whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Ms. Nikita Shrivastava is an Executive Non-Independent Director of the Company and her office is subject to retirement in the Annual General Meeting of the Company as per Section 152(6) of the Companies Act, 2013. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends her re-appointment.

The particulars of the Director are given below:

PROFILE OF MS. NIKITA SHRIVASTAVA

NAME	Nikita Shrivastava
DIN	09028825
FATHER'S NAME	Rajendra Gupta
DATE OF BIRTH	03/07/1988
AGE	34 Years
ADDRESS	Mig 38, Sector F, Ayodhya Nagar, Bhopal Madhya Pradesh, 462041
QUALIFICATION	Professional
DATE OF FIRST APPOINTMENT ON THE BOARD	20.01.2021
EXPERIENCE	Experience in field of financial and managerial expertise
DISCLOSURE OF INTER-SE RELATIONSHIPS BETWEEN DIRECTORS AND KEY MANAGERIAL PERSONNEL	None
REMUNERATION PROPOSED TO BE PAID	The Remuneration Is As Approved By The Shareholders In Resolution Passed In The Last AGM Held On September 29, 2021
KEY TERMS AND CONDITIONS OF RE-APPOINTMENT	As Per The Resolution Of The Members With Respect To Her Appointment, Her Office As Director Shall Be Subject To Retirement By Rotation.
LAST DRAWN REMUNERATION	Rs. 14,000 PER MONTH
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS AS ON 31.03.2022	None
NUMBER OF BOARD MEETINGS ATTENDED	The Information Is Provided In The Board Meetings Section Of Board's Report

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

ITEM NO. 3: TO CONSIDER AND APPROVE RECLASSIFICATION OF PROMOTERS OF THE COMPANY

The Company had received the letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from the Category of “Promoters/Promoters Group” to “Public Category”.

S.No	Name of the Person	No. of Equity Shares held
1.	Vivek Gupta	500

The aforesaid Promoter/promoter group person is holding very insignificant shareholding which constitutes 0.0078% of the total paid up capital of the Company. The aforesaid promoter/ promoter group person do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid person neither has representation on the Board of Directors of the Company nor holds any key Management position in the Company. They do not have any Special Information Rights. The aforesaid person has requested to the Company to reclassify him from being a “Promoter Category” to “Public Category” Shareholder of the Company. Based on the letter received from above promoter person, the matter was discussed by the Board of Director at their meeting held on 24 August, 2022 and Board decided to get the above promoter/promoter group person reclassified from the “Promoter Category” to “Public Category” with the approval of stock exchanges under Regulation 31A (2) read with Regulation 31 A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding in to public Shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A. Regulation 31A (7) (any other manner) means with the consent of the person wants to change reclassification. A reclassification may also be permitted by the stock exchanges

under the main Listing Regulation No, 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, The sum total of conditions under the two sub regulations are as follows:

(i) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.

(ii) All relevant evidence to be provided.

(iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of company.

(iv) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be considered towards achieving compliances with minimum public Shareholding requirement under Rule 19 A of the Securities contracts (Regulation) Rule, 1975 and

(v) The event of reclassification shall be disclosed to the Stock exchange as a material event in accordance with the provisions of Listing Regulations. All the conditions Specified under Regulation 31A (2) and 31 A (7) of Listing Regulation have been duly complied with by the Company. The Company's case of reclassification of promoter is covered under Regulation 31A (2) of Listing Regulation.

None of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution. The Board therefore recommends the Resolution no. 3 for approval of the members as Special Resolution.

ITEM NO.4: REGULARISE THE APPOINTMENT OF MR. ATUL AGARWAL AS NON EXECUTIVE NON-INDEPENDENT DIRECTOR

Mr. Atul Agarwal (DIN: 09279372), had been appointed as Additional Director of the Company on 13.11.2021 subject to approval of shareholders. The present proposal is to seek the Shareholders' approval for the appointment of Mr. Atul Agarwal (DIN: 09279372) as Non Executive Non Independent Director in terms of the applicable provisions of the Companies Act, 2013 for the term of five year.

Further, The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub- section (2) of section164 of the Companies Act, 2013.

The Nomination and Remuneration Committee had recommended Mr. Atul Agarwal to be

the Non Executive Non Independent Director of the Company. In the opinion of the Board, he fulfills the conditions specified in this Act for such an appointment.

Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Atul Agarwal as Non-Executive Non-Independent Director, for the approval by the shareholders of the Company.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:-

- (i) Any Director(s) or Manager,
- (ii) Any Other Key Managerial Personnel(s),
- (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above

ITEM NO.5: REGULARISE THE APPOINTMENT OF MR. PRATAP CHAKRAVARTHY AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Pratap Chakravarthy (DIN: 09638870), had been appointed as Additional Director of the Company on 28.06.2022 subject to approval of shareholders. The present proposal is to seek the Shareholders' approval for the appointment of Mr. Pratap Chakravarthy (DIN: 09638870), as Non Executive Independent Director in terms of the applicable provisions of the Companies Act, 2013 for the term of five year.

Further, The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The declaration of independence is also received.

The Nomination and Remuneration Committee had recommended Mr. Pratap Chakravarthy to be the Independent Director of the Company. In the opinion of the Board, he fulfills the conditions specified in this Act for such an appointment.

Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Director. Accordingly, the Board recommends the

resolution in relation to appointment of Mr. Pratap Chakravarthy as Non-Executive Independent Director, for the approval by the shareholders of the Company.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:-

- (iv) Any Director(s) or Manager,
- (v) Any Other Key Managerial Personnel(s),
- (vi) Relatives of the persons mentioned in sub clauses (i) and (ii) above

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 26(4) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Profile of Proposed Directors

S. No.	Disclosure Requirement	Details
1.	Name	Atul Agarwal
2.	Director Identification Number (DIN)	09279372
3.	D.O.B.	21/09/1968
4.	Qualification	Business
5.	Designation (to which appointed)	Director (Non Executive Non Independent)
6.	Expertise in specific area	He has Expertise in online trading of products through online portal
7.	Terms and Conditions	He has been appointed as Director (Non Executive) by the Board.
8.	Date of First appointment on the Board of the Company	13.11.2021
10.	List of Directorship held in other Companies	NIL
11.	Names of Listed Entities in which the person holds membership of Committees of the Board	NIL

12.	Relationship between Directors Inter-se	None
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S. No.	Disclosure Requirement	Details
1.	Name	Pratap Chakravarthy
2.	Director Identification Number (DIN)	09638870
3.	D.O.B.	11/08/1989
4.	Qualification	Business
5.	Designation (to which appointed)	Director (Non Executive Independent)
6.	Expertise in specific area	E-commerce sector
7.	Terms and Conditions	He has been appointed as Director (Non Executive Independent) by the Board.
8.	Date of First appointment on the Board of the Company	28.06.2022
10.	List of Directorship held in other Companies	NIL
11.	Names of Listed Entities in which the person holds membership of Committees of the Board	NIL
12.	Relationship between Directors Inter-se	None

ATTENDANCE SLIP

(To be presented at the entrance)

Reg. Folio No:

No. of Shares held:

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, No. 2363, First Floor, 24th Main, 1st Sector, HSR Layout Bangalore - 560102 on Wednesday, the 28th day of September, 2022 at 4:00 P.M.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.

FORM NO. MGT-11

PROXY FORM

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

Name of the Member:
Registered Address:
E-mail Id:
Folio No.:
DP ID- Client ID:

I/We, being the member of _____ Shares of above mentioned Company hereby
appoint:-

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

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

Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf in the
Annual General Meeting of the Company to be held on Wednesday, September 28, 2022
at 04:00 p.m. at the registered office of the Company and at any adjournment thereof in
respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional (Refer Note 3 below)	
		For	Against
Ordinary Business:-			
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2022.		
2.	Re-appointment of Ms. Nikita Shrivastava, (DIN: 09028825) Director who retires by rotation.		
Special Business:-			
3.	To consider and approve reclassification of Mr. Vivek Gupta from Promoter to Public category.		
4.	To regularize the appointment of Mr. Atul Agarwal as Non Executive Non Independent Director		
5.	To regularize the appointment of Mr. Pratap Chakravarthy as Non Executive Independent Director		

Signed this day of 2022.

Signature of the Member

Signature of the Proxy Holder(s)

AFFIX REVENUE STAMP NOT LESS THAN Re. 1

Notes:-

1. This form of proxy in order to be effective should be duly completed and have to be deposited at the Registered Office of the Company, in not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all the details including detail of member(s) in above box before submission.

ROUTE MAP TO THE VENUE OF 9TH ANNUAL GENERAL MEETING OF JLA INFRVILLE SHOPPERS LIMITED

ADDRESS: NO. 2363, FIRST FLOOR, 24TH MAIN, 1ST SECTOR, HSR LAYOUT BANGALORE KA 560102

