

JLA INFRAVILLE SHOPPERS LTD

(CIN- L52390KA2013PLC071372)

Registered Office: 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103

Web site: www.infraville.info E-mail id: infraville@yahoo.in

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 31st March, 2018

Please find enclosed herewith the Annual Report for the Year ended on 31st March 2018.

The above is for your information and record.

Thanks & Regards,

Yours Faithfully

For JLA Infraville Shoppers Ltd

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "JLA INFRAVILLE SHOPPERS LTD" around the perimeter and "BANGALORE" in the center.

Gaurav Srivastava
Company Secretary & Compliance Officer

Date: 08/10/2018

Place: Bangalore

Encl: Annual Report

JLA INFRAVILLE SHOPPERS LIMITED

2018

5TH ANNUAL REPORT

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DIRECTORS REPORT

Dear Shareholders,

Your Board of Directors has pleasure in presenting the 5th Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2018. 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	(In Hundreds)	
	Year ended March 31st, 2018	Year ended March 31st, 2017
	(Amount in Rs.)	(Amount in Rs.)
Net Sales/Income from operations	10,63,121.38	3,13,43,950.21
Other Operating Incomes	0.00	0.00
Other Incomes	59,49,442.00	13,99,358.44
Total Revenue	70,12,563.38	3,27,43,308.65
Total Expenses	59,14,057.60	3,16,96,351.96
Net Profit Before Taxation	10,98,505.78	10,46,956.69
Tax Expenses:	2,70,435.73	4,21,537.31
Profit For The Period	8,28,070.05	6,25,419.38
Surplus-Opening Balance	-10,38,239.62	-16,63,659.00
Addition during the year	8,28,070.05	6,25,419.38

APPROPRIATIONS		
Amount transferred to General Reserve	-	-
Interim Dividend	-	-
Dividend	-	-
Total Dividend	-	-
Dividend Tax	-	-
Surplus- Closing Balance	-2,10,169.57	-10,38,239.62
Earnings Per Share:		
Basic	0.13	0.10
Diluted	0.13	0.10

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 2017-18. Company has started a new portal nu.tree.ooo for providing healthy and tasty meals through online platform.

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 2017-18

The Company has not increased its Authorized/paid up Share Capital during the financial Year 2017-18.

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 31st March, 2018, 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 31st March, 2018 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 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 in form MGT-9 has been uploaded on company's website www.infraville.info.

16. NUMBER OF MEETINGS OF THE BOARD

There were Six (06) meetings of the Board of Directors held during the financial year 2017-18.

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

Presently the Company has two (2) Independent and Non- Executive Directors namely Mr. Sachin Kumar Mishra and Mr. Mohan Tandon 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.

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.

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

22. COMPOSITION OF AUDIT COMMITTEE

The composition of Audit Committee as on **31st March, 2018** is as under:

Composition of Audit Committee as on 31st March, 2018			
Name of the Director(s)	Mr. Sachin Kumar Mishra (DIN 07267599)	Mr. Mohan Tandon (DIN 07266793)	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 SEBI (LODR) REGULATIONS, 2015

Pursuant to the provisions of the Companies Act, 2013 and Provision of SEBI (LODR) Regulations, 2015, the Board has Carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its 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 . 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

There has been no change in composition of board and Key Managerial Personnel of the company.

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.

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 M/s Renu Kathuria & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the FY 2017-2018. 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 M/s Neeraj & Associates as the Internal Auditor of the Company for the FY 2017-2018.

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 2017-2018

S.NO	NAME	DESIGNATION	CTC	MEDIAN EMPLOYEE SALARY	RATIO
1	Jawahar Lal Agarwal	Director	0	121000	0
2	Vivek Gupta	Managing Director	0	121000	0
3	Sachin Kumar Mishra	Independent Director	0	121000	0
4	Mohan Tandon	Independent Director	0	121000	0

The Managing Director has waived off his remuneration for the financial year 2017-18.

2) THE PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IN THE FINANCIAL YEAR 2017-2018

S. No.	Name	Designation	Remuneration Paid in FY 2016-2017	Remuneration Paid in FY 2017-2018	Change	Percentage	Remarks
1.	Vivek Gupta	Managing Director	360000	0	360000	-100	Waived off remuneration for the FY
2.	Jawahar Lal Agarwal	Director	96000	0	96000	-100	Waived off remuneration for the FY
3.	Sachin Kumar Mishra	Independent Director	0	0	0	0.00	Became Director in FY 2015-16
4.	Mohan Tandon	Independent Director	0	0	0	0.00	Became Director in FY 2015-16
5.	Gaurav Srivastava	Company Secretary	216000	288000	72000	33.3	Appointed in FY2014-15
6.	Kratika Agarwal	Chief Financial Officer	240000	240000	NIL	0.00	Appointed in FY2014-15

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

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

Median (Common employees between Apr-17 & Mar-18)			
Remuneration of Apr-17 (Total earning + Employer PF)	Remuneration of Mar-18 (Total earning + Employer PF)	Increase	Percentage
826000	528000	-298000	-36.02

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

Total remuneration paid in FY 2016-2017	Total remuneration paid in FY 2017-2018	Average Increase in Remuneration	Revenue in the FY 2016-2017	Revenue in the FY 2016-2017
18,77,200	9,68,667	-48.39%	3,27,43,308.65	70,12,563.38

COMPANY PERFORMANCE

PARTICULARS	FINANCIAL YEAR 2016-2017	FINANCIAL YEAR 2017-2018
TOTAL REVENUE	3,27,43,308.65	70,12,563.38
PROFIT BEFORE TAX	10,46,956.69	10,98,505.78
PROFIT AFTER TAX	6,25,419.38	8,28,070.05

There is a 78.6% decrease in the revenue of the Company from the previous financial Year and there is an increase of 32.4% in profit after tax from last financial year.

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 2016-2017	Total Revenue in FY 2017-2018	% Increase in Revenue
36,000.00	3,27,43,308.65	70,12,563.38	-78.6%

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 2016-2017	Average percentile increase in remuneration paid to employee excluding key managerial personnel for the FY 2017-2018	Average percentile increase in remuneration paid to key managerial personnel for the FY 2016-2017	Average percentile increase in remuneration paid to key managerial personnel for the FY 2017-2018
147.56	100	117	0

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, 2018.
No Convertible Debentures has been issued by the Company as on 31st March, 2018.

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: 03/08/2018

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: 26/05/2018

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: 26/05/2018

Place: Bangalore

ANNEXURE-I
MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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 Member,
M/S JlaInfraville Shoppers Limited
36, Aarush, ShriBalaji Layout,
Ambalipura, Bellandur Gate
Bangalore-560103

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2018 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 extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under and certain provisions of Companies Act, 1956 and rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the company during the audit period);**

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 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 (Registrar to an Issue and Share Transfers Agents) Regulations, 1993;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008;**(Not applicable to the company during the audit period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;**(Not applicable to the company during the audit period);**
 - (h) The Securities and Exchange Board of India (Buy Back of securities) Regulations, 1998;**(Not applicable to the company during the audit period);**
6. Competition Act,2002
7. Tax Laws:
 - a) The Income Tax Act, 1961 and Rules made thereunder.
 - b) Goods and Service Tax Act

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015;

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

I further report that, there were no actions / events in pursuance of:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the financial year.

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

I 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.

Ms. Purvi Misra, the Independent Director resigned with effect from 30th September 2017.

Other than that no change in board of directors had taken place.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I 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.

For RenuKathuria & Associates

Place: Faridabad
Date: 23May, 2018

(RenuKathuria)
(Practicing Company Secretary)
ACS: 34023
CP: 16026

Note: 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 Member,
M/S JlaInfraville Shoppers Limited
36, Aarush, ShriBalaji Layout,
Ambalipura, Bellandur Gate
Bangalore-560103

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. 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 compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For RenuKathuria& Associates

(RenuKathuria)
(Practicing Company Secretary)
ACS: 34023
CP: 16026

Place: Faridabad
Date: 23May, 2018

ANNEXURE TO DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Your Company deals in the business of E-Commerce. It deals with various Online Shopping Portals. 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, 3rd day of September, 2018

GENERAL SHAREHOLDERS' INFORMATION

AGM FOR FINANCIAL YEAR 2017-18

Date and Time	29 th September, 2018, 11.00 A.M.
Venue	36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103

CALENDAR OF FINANCIAL YEAR ENDED 31ST MARCH, 2018

The meetings of Board of Directors for approval of financial results during the Financial Year ended 31st March, 2018 were held on the following dates:

Annual Results	26th May, 2018
Book Closure date:	18th September, 2018 to 21st September, 2018
Cut Off date:	14th September, 2018
Last date of receiving Proxy forms	27th September, 2018, 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

Mr. Gaurav Srivastava	Registrar and Transfer Agent
Company Secretary and Compliance Officer	Bigshare Services Private Limited
Regd. Office: 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103	E/2 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai 400072, Maharashtra Ph: - 022- 40430200
E-mail- infraville@yahoo.in	Email: - investor@bigshareonline.com Website: www.bigshareonline.com

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, 2018, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	575000	8.86
Demat Segment		
NSDL	3290500	50.70
CDSL	2624500	40.44
Total	6490000	100.00

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 21st 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 31 March 2018 for Company's Equity Shares as available on BSE are given as:

Month	High	Low
April 2017	4.00	2.96
May 2017	2.80	2.05
June 2017	2.00	1.85
July 2017	5.76	2.00
August 2017	5.21	2.82
September 2017	2.80	2.44
October 2017	-	-
November 2017	2.92	2.92
December 2017	4.60	3.00
January 2018	4.90	3.16
February 2018	3.96	2.25
March 2018	3.46	2.77

Distribution of Shareholding as on March 31, 2018

Nominal value of Shares held	Shareholders		Shares Held	
	Numbers	Percentage	Amount	Percentage
1-5000	01	0.3185	2000	0.0031
5001-10000	02	0.6369	20000	0.0308
10001-20000	10	3.1847	195000	0.3005
20001-30000	14	4.4586	385000	0.5932
30001-40000	18	5.7325	720000	1.1094
40001-50000	49	15.6051	2450000	3.7750
50001-100000	88	28.0255	8618000	13.2784
100001 and Above	132	42.0382	52510000	80.9091
Total	314	100.00	64900000	100.00

Statement showing Shareholding of more than 1% of the Capital as on March 31, 2018

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Jawahar Lal Agarwal	1018500	15.69
2.	Vivek Gupta	665500	10.25
3.	Reena Mehul Thakkar	185000	2.85
4.	Shreya Stocks & Shares Broking (P) Ltd	86500	1.33
5.	Bharat Parashar	110000	1.69
6.	Nisa Archana	100000	1.54
7.	Ratan Housing Development Ltd	100000	1.54
8.	Abhishek Kumar Gupta	90000	1.39
9.	KUSUM DEVI	75000	1.15
	Total	2430500	37.45

Categories of Shareholder as on: 31st March, 2018

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	1	15000	0.23
10.	Other bodies corporate	14	400000	6.16
11.	Banks	NIL	NIL	NIL
12.	Resident Individuals holding nominal share capital upto Rs. 2 lakh	252	2675800	41.23
	holding nominal share capital in excess of Rs. 2 lakh	36	1655000	25.50
13.	Clearing Members	4	45200	0.69
14.	Overseas Body Corporate	NIL	NIL	NIL
15.	Trust	NIL	NIL	NIL
16.	Any Other (Market Maker)	1	15000	0.23
17.	TOTAL	310	6490000	100

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, 3rd day of September, 2018



V. P. ADITYA & COMPANY
CHARTERED ACCOUNTANTS

15/198-A, Civil Lines, Kanpur - 208 001
Ph : 2306882, • Telefax : (0512) 2306508, 2331914, 3015334, 3015335
E-Mails: vpaditya@rediffmail.com, vpaditya123@gmail.com
vpaditya123@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.
Kanpur**

We have audited the yearly financial results of JLA INFRAVILLE SHOPPERS LTD ('the Company') for the period 01.04.2017 to 31.03.2018, 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 31st March, 2018

Place: *Bengaluru*
Dated: *28/5/2018*

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

(CA Jitendra Shukla)
Partner
Membership No. 412422





V. P. ADITYA & COMPANY
CHARTERED ACCOUNTANTS

15/198-A, Civil Lines, Kanpur - 208 001
Ph : 2306882, • Telefax : (0512) 2306508, 2331914, 3015334, 3015335
E-Mails: vpaditya@rediffmail.com, vpaditya123@gmail.com
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 2018, and the statement of profit and loss (Including Other Comprehensive Income), the statement of changes in Equity and the Statement of cash flows for the year 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 of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in Equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of 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 there under and the Order issued under section 143(11) of the act.

We conducted our audit of the financial statement 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 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 March 31, 2018, and its profit, total comprehensive income, the changes in equity 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 balance confirmation from debtors and creditors, loans and advances appearing in the balance sheet as on 31-03-2018 (Refer to Note No. 25 (ix) of Audited Balance Sheet)

6) REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2018 ("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 including other comprehensive income, Statement of Change in equity and the statement of cash flow dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.



(e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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, as amended, 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 : *26/5/2018*



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

Jitendra Shukla
(CA JITENDRA SHUKLA)
PARTNER
M. NO. 0412422

The Annexure 'A' referred to in Independent Auditors' Report to the members of JLA INFRAVILLE SHOPPERS LIMITED on the financial statements for the year ended 31st March 2018.

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, Para (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 para (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, 2018 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) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

(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) The Company has not paid any managerial remuneration during the year .

(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 given 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 : 26/5/2018



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

Jitendra Shukla
(CA JITENDRA SHUKLA)
PARTNER
M. NO. 412422

Annexure - B to the Auditors' Report referred to in Independent Auditor's Report to the Members of JLA Infraville Shoppers Limited on the Financial Statements for the Year Ended 31st March, 2018

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, 2018 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2018, 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: *26/5/2018*



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

Shukla
**(CA JITENDRA SHUKLA)
PARTNER
M. NO. 412422**

JLA INFRAVILLE SHOPPERS LTD.
BALANCE SHEET AS at 31.03.2018

Amount in (Rs/Hundreds)

	Particulars	Note No.	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
	ASSETS				
1	Non-current assets				
	Property, Plant and Equipment	1	7,076	9,154	11,568
	Other Intangible Asset	2	1,445	2,380	3,922
	Financial Asset				
	(i) Loans	3	157,104	61,701	250,578
	(ii) Deferred Tax Assets	4	6,123	6,727	8,742
2	Current assets				
	Inventories	5	577	2,458	22,538
	Financial Assets				
	(i) Trade Receivables	6	44,406	34,819	37,353
	(ii) Cash and cash equivalents	7	2,254	8,897	7,616
	(iii) Loans	8	257,680	322,605	62,087
	Other current assets	9	207,961	213,820	244,585
	TOTAL		684,626	662,561	648,989
1	EQUITY AND LIABILITIES				
	Equity				
	(a) Equity Share Capital	10	649,000	649,000	649,000
	(b) Other Equity	11	(2,102)	(10,383)	(16,636)
	LIABILITIES				
	Non-current liabilities				
	Financial Liabilities				
	Borrowings	12	5,010	14,927	6,647
2	Current Liabilities				
	Financial Liabilities				
	(i) Borrowings	13	-	1,146	-
	(ii) Trade payables	14	24,159	-	5,872
	Other current liabilities	15	6,459	5,671	2,756
	Provisions	16	2,100	2,200	1,350
	TOTAL		684,626	662,561	648,989

Significant Accounting Policies

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Additional Notes

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As per our separate report of even date attached

For V.P Aditya & Co.

Chartered Accountants

FRN-000542C

J Shukla
CA Jitendra Shukla
Partner
M.N.-412422



For and on behalf of the Board

Jitendra
DIRECTOR

V. S.
MANAGING DIRECTOR

Anurag
COMPANY SECRETARY &
COMPLIANCE OFFICER

K. R. S.
CHIEF FINANCIAL OFFICER



Place:

Date: *Bengaluru*
26/04/2018

STATEMENT OF PROFIT AND LOSS

Statement of Profit and Loss For the Year ended 31st March, 2018

Amount in (Rs/Hundreds)

	Particulars	Note No.	2017-2018	2016-2017
I	Revenue From Operations	17	10,631	281,439
II	Other Income	18	59,494	45,994
III	Total Income		70,125	327,433
	EXPENSES			
IV	Cost of material consumed		4,779	-
	Purchases of stock in trade		-	226,383
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	19	2,458	20,080
	Employee benefit expenses	20	9,687	18,772
	Finance costs	21	1,268	3,543
	Depreciation and amortization expense		3,469	5,278
	Other expenses	22	37,479	42,909
	Total expenses		59,140	316,965
V	Profit/(loss) before exceptional items and tax		10,985	10,468
VI	Profit/(loss) before tax		10,985	10,468
VII	Tax expense:			
VIII	(1) Current tax		2,100	2,200
	(2) Deferred tax		604	2,015
	Profit/(loss) for the period		8,281	6,253
ix	Other Comprehensive Income			
	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Items that will not be reclassified to profit or loss		-	-
	Total comprehensive income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		8,281	6,253
X	Earning per equity share :			
XI	(1) Basic	23	0.13	0.10
	(2) Diluted		0.13	0.10

Significant Accounting Policies

24

Additional Notes

25

As per our separate report of even date attached

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

CA Jitendra Shukla
Partner
M.N.-412422



For and on behalf of the Board

[Signature]
DIRECTOR
[Signature]
COMPANY SECRETARY &
COMPLIANCE OFFICER

[Signature]
MANAGING DIRECTOR
[Signature]
CHIEF FINANCIAL OFFICER

Place: *Bengaluru*
Date: *26/05/2018*

CASH FLOW STATEMENT

A CASH FLOW FROM OPERATING ACTIVITIES	Year ended 31st March, 2018		Period ended 31st March , 2017	
Net Profit Before Tax		10,985		10,469
Adjustments for:				
Depreciation	3,469		5,278	
Interest & Finance Charges	1,268		3,543	
Interest on Advances	(18,417)	(13,680)	(13,883)	(5,062)
Operating Profit before Working Capital Changes		(2,695)		5,407
Adjustments for:				
Decrease/ (Increase) in Receivables	(3,730)		2,534	
Decrease/ (Increase) in Inventories	1,881		20,080	
Increase/ (Decrease) in Payables	24,948	23,099	7,238	29,852
Cash generated from operations		20,404		35,259
Income Tax paid		(2,200)		(1,350)
Net Cash flow from Operating activities		18,204		33,909
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(456)		(1,323)	
Increase in Advances & others	(30,478)		(40,875)	
Interest on Advances	1,842	(12,516)	13,883	(28,315)
Net Cash used in Investing activities		(12,516)		(28,315)
C CASH FLOW FROM FINANCING ACTIVITIES				
Repayment of Long term Borrowings	(11,063)		(770)	
Interest paid	(1,268)	(12,331)	(3,543)	
Net Cash used in financing activities		(12,331)		(4,313)
Net increase in cash & Cash Equivalents		(6,643)		1,281
Cash and Cash equivalents as at 01.04.2017		8,897		7,615
Cash and Cash equivalents as at 31.03.2018		2,254		8,896
Cash & Cash Equivalents				
Cash in Hand		34		1,290
Cash at Bank		2,220		7,607
FDR With Bank		0		
Cash & Cash equivalents as stated		2,254		8,897

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

T Shukla
CA Jitendra Shukla
Partner
M.N.-412422



Place: *Bengaluru*
Date: *26/05/2018*



For and on behalf of the Board

Jitendra
DIRECTOR

Sanjiv
COMPANY SECRETARY & COMPLIANCE

OFFICER

Krati
MANAGING DIRECTOR
Krati Aggarwal
CHIEF FINANCIAL OFFICER

STATEMENT OF CHANGES IN EQUITY

Statement of changes in equity for the year ended 31st March, 2018

A EQUITY SHARE CAPITAL

	Amount in (Rs/Hundreds)		
	Balance as on 1st April, 2016	Changes in equity	Balance as at 31st March, 2018
	649,000	-	649,000
		Changes in equity share capital during the year 2017-18	Balance as at 31st March, 2017
		-	649,000

B OTHER EQUITY

	Amount in (Rs/Hundreds)	
	Reserve and Surplus Retained Earnings	Total
As ON 31 MARCH 2017		
Balance at the beginning of the reporting period i.e.,1st April, 2016	(16,637)	(16,637)
Total comprehensive income for the year	6,254	6,254
Balance at the end of the reporting period i.e.,31st March , 2017	(10,383)	(10,383)

	Amount in (Rs/Hundreds)	
	Reserve and Surplus Retained Earnings	Total
As ON 31 MARCH 2018		
Balance at the beginning of the reporting period i.e.,1st April, 2017	(10,383)	(10,383)
Total comprehensive income for the year	8,281	8,281
Balance at the end of the reporting period i.e.,31st March , 2018	(2,102)	(2,102)



Note 1 : PROPERTY, PLANT & EQUIPMENT :

Particulars	GROSS BLOCK		DEPRECIATION			NET BLOCK	
	as at 01.04.2017	Addition/ (Deletion)	as at 31.03.2018	For the Year	as at 31.03.2018	as at 31.03.2018	as at 31.03.2017
Furniture & Fixture	4546	455	5001	587	2890	2112	2243
Vehicle	10065	0	10065	1678	5261	4803	6481
Office Equipment	60	0	60	6	52	8	14
Others	0	0	0	0	0	0	0
Computer & Data Processing Unit	3638	0	3638	262	3485	153	415
TOTAL	18308	455	18764	2533	11688	7076	9154
Capital work in Progress	0	0	0	0	0	0	0
Grand Total	18308	455	18764	2533	11688	7076	9154
Total (Previous Year)	16986	1323	18308	3737	9154	9154	11568

Note 2 : OTHER INTANGIABLE ASSET :

Particulars	GROSS BLOCK		DEPRECIATION			NET BLOCK	
	as at 01.04.2017	Addition/ (Deletion)	as at 31.03.2018	For the Year	as at 31.03.2018	as at 31.03.2018	as at 31.03.2017
Website Development	6185	0	6185	518	5385	800	1318
Website (software)	3689	0	3689	417	3045	645	1062
TOTAL	9875	0	9875	935	8430	1445	2380
Total (Previous Year)	9875	0	9875	1541	7494	2380	3922



3 LOANS	As at 31st March 2018	As at 31 March 2017	As at 1 April 2016
Unsecured, Considered good	157104	61701	250578
TOTAL	157104	61701	250578

4 Deferred Tax Assets	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Balance at the beginig of the year	6727	8742	9884
Charge/Credit to statement of Profit & Loss	604	2015	1142
Balance at the end of the year	6123	6727	8742

CURRENT ASSET

5 Inventories	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Raw Material	198	-	-
Finished Goods	-	2458	22538
Others (Packing Material)	379	-	-
TOTAL	577	2458	22538

FINANCIAL ASSETS

6 Trade Receivables	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Unsecured, considered good	44406	34819	37353
TOTAL	44406	34819	37353

7 Cash and Cash Equivalent	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Balance With Banks	2220	7607	6595
Cash on Hand	34	1290	1021
TOTAL	2254	8897	7616

8 LOANS	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Unsecured, Considered good	257680	322605	62087
TOTAL	257680	322605	62087

9 OTHER CURRENT ASSETS	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Security Deposit	2305	2255	4805
Prepaid expenses	18	41	0
Advance Direct Tax (TDS)	6069	4673	7260
Advance For Property	180000	180000	180000
Advance To Suppliers	11206	11192	41269
Advance Indirect Tax	8363	15659	11251
TOTAL	207961	213820	244585



SHARE CAPITAL	As at 31.03.2018	As at 31.03.2017	As at 01-04-2016
Authorised: 6500000 Equity shares of Rs. 10/- each	650000	650000	650000
Issued, Subscribed & Paid Up 6490000 Equity shares of Rs. 10/- each fully paid up	649000	649000	649000
TOTAL	649000	649000	649000

The Reconciliation of number of shares outstanding at the beginning and end of the year:

Particulars	As at 31.03.2018		As at 01-04-2016	
	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Equity Shares at the Beginning of the year	6490000	6490000	6490000	6490000
Changes during the year	-	-	-	-
Equity Shares at the end of the year	6490000	6490000	6490000	6490000

Shareholders holding more than 5 % Shares in the Company

Name of Shareholder	As at 1st April, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of Shares	% of Shares	No. of Shares	% of Shares	No. of Shares	% of Shares
Vivek Gupta	665500	10	665500	10	665,500	10.00
Jawahar Lal Agarwal	1018500	16	1018500	16	1,018,500	16.00



11 OTHER EQUITY	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Retained Earnings			
Balance at the beginning of the year	(10,383)	(16,637)	(18,643)
Add:- Net Profit for the year	8,281	6,254	2,007
Balance at the end of the year	(2,102)	(10,383)	(16,636)

NON CURRENT LIABILITIES
FINANCIAL LIABILITIES

12 BORROWINGS	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Term Loan (Secured)			
From Bank			
Vehicle Loans	5010	5877	6647
Unsecured Loans			
Aadri Infin Limited	-	9050	-
TOTAL	5010	14927	6647

CURRENT LIABILITIES

FINANCIAL LIABILITIES

13 BORROWINGS	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Secured Loan From Bank			
Overdraft from Bank (Yes Bank)	0	1146	0
TOTAL	0	1146	0

14 TRADE PAYABLES	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Trade payable	24159		5872
TOTAL	24159	0	5872

15 Other current Liabilities	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Expenses payable	4601	4385	2366
TDS/Vat/Swachh Bharat Cess payable	1858	1286	390
TOTAL	6459	5671	2756

16 Provisions	As at 31.03.2018	As at 31.03. 2017	As at 01-04-2016
Provisions For income tax	2100	2200	1350
TOTAL	2100	2200	1350



17	Revenue From Operations	2017-2018	2016-2017
	Sale of Product	10,631	281,439
	Total	10,631	281,439

18	OTHER INCOME:	2017-2018	2016-2017
	Interest Income	18,417	13,994
	Other Non-Operating Income:- Commission received	41,077	32,000
	Total	59,494	45,994

19 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

	Inventories at the end of the year	2017-2018	2016-2017
	Finished Goods		2,458
	Total(A)	-	2,458
	Inventories at the beginning of the year		
	Finished Goods	2,458	22,538
	Total(B)	2,458	22,538
	Total(B-A)	2,458	20,080

20	EMPLOYEE BENEFITS EXPENSES	2017-2018	2016-2017
	Salaries and Wages	9,687	18,772
	Total	9,687	18,772

21	FINANCE COSTS	2017-2018	2016-2017
	Interest	1,268	3,543
	Total	1,268	3,543

22	OTHER EXPENSES	2017-2018	2016-2017
	Rent	1,510	3,030
	Electricity & Water Charges	113	105
	Telephone & Internet	90	546
	Printing & Stationery	23	252
	Miscellaneous Expenses	20	11
	Conveyance & Travelling Expenses	316	1,443
	Postage Expenses	70	7
	Director Remuneration	-	4,560
	Legal, Professional & Consultancy	1,475	769
	Details of Payment to auditor:		
	i) Auditor's Fees	400	400
	ii) Certification and other fees	200	-
	Packing Material	-	2,754
	Advertisement & Publicity Expenses	353	152
	Shipping & Handling Expenses		4,012
	Office Expenses	56	530
	Depository Expenses	445	600



Bank Charges	74	171
Commission Paid	27,921	-
Marketing Fees	2,591	17,639
Web Expenses	188	938
Repair & Maintenance	95	727
Freight & Cartage	23	1,367
Internal Audit Fees	480	1,890
Sundry Balance w/o	2	5
Swachh Bharat Cess	3	346
Listing Fees/RTA Fees	635	607
Insurance Charges	41	48
Consumables	135	-
Bad Debts Written Off	220	-
Total	37,479	42,909

23 Earning Per Share	2017-2018	2016-2017
Net profit available for equity shareholders (Numerator used for calculation)	8,281	6,253
Number of equity shares (Used as Denominator for calculating EPS)	64,900	64,900
Basic and Diluted Earning per share of Rs. 10/-	0.13	0.10



JLA INFRAVILLE SHOPPERS LIMITED

24- SIGNIFICANT ACCOUNTING POLICIES:

i) Basis of preparation of financial statements

(a) Compliance with Ind AS

The financial statements have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The financial statement up to year ended 31st March, 2017 were prepared in accordance with Generally Accepted Account Principles (GAP) in India and complied with the applicable accounting standards Companies (Accounting Standards) Rules, 2014.

The financial statement for the year ended 31st March, 2018 our the first financial statements of the Company prepared under Ind AS.

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis . Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.

(c) Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or



- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets are classified as non-current assets.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

ii) Cash Flows

Cash flows during the period from operating, investing and financing activities have been classified in accordance with IND AS 7 and accordingly a Statement of Cash Flows have been prepared.

iii) Revenue Recognition

(a) Sale of goods

Revenue is recognized when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of Service Tax/GST.

(b) Revenue (other than sale) is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.



iv) Inventories

Inventories are valued as follows:

Raw materials, packing materials are valued at Lower of cost and net realisable value. Materials and other items held for use in the production of inventories are at cost. Finished goods and traded goods are valued at lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

v) Property Plant & Equipment

- a) **Recognition and measurement:-** Items of property plants and equipment are stated at cost less accumulated depreciation and accumulated impairment losses ,if any. The cost comprises the purchase price and directly attributable costs of bringing[®] the assets at its working condition for the intended use. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- b) **Transition to Ind AS:-** On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP and use that carrying value as the cost of the property, plant and equipment.
- c) **Depreciation :-** Depreciation on fixed assest is calculated on Written Down Value Method using the rates arrived at based on the estimated useful lives given in Schedule II of Companies Act, 2013.

vi) Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible Assets are amortized on Written Down Value Method basis over the estimated useful life.

vii) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.



viii) Earning Per Shares

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

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

ix) Taxation

For transactions and other events recognized in profit or loss, any related tax effects have also been recognized in profit or loss. For transactions and other events recognized outside profit or loss (either in other comprehensive income or directly in equity), the related tax effects have also been recognized outside profit or loss (either in other comprehensive income or directly in equity, Indian Accounting Standards 4 respectively). Recognition of deferred tax assets arising from unused tax losses or unused tax credits have also been done as per IND AS 12. The presentation of income taxes in the financial statements and the disclosure of information relating to income taxes has also been carried in accordance with the IND AS 12- Income Taxes

a) 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.

b) Deferred Tax

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

x) 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.



xi) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset has been added to the cost of that asset. Other borrowing costs are recognised as an expense. The recognition has been accordance with the IND AS 23

xii) Investments

a) Quoted investments

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

b) Unquoted investment:-

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

xiii) 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.



25:- Additional Notes

i) In the financial year 2017-18, the Company has operated in only one business segment, hence compliance of AS-17 regarding "Segment Reporting" is not necessary.

ii) 2) Related party transactions:

a) As per Ind AS 24, the disclosures of transactions with the related parties are given below:

S. No.	Name of the Related Party	Relationship
1	Kratika Agarwal	Relative of Key Managerial Person
2	Neeraj Agarwal	Relative of Key Managerial Person

b) Transactions during the year with related parties : (Amount in `)

S. No.	Nature of transaction	Amount (Rs.)
1	Salary to Kratika Agarwal	240000.00
2	Internal Audit Fees to Neeraj Agarwal	48000.00
3	Expenses incurred by Neeraj Agarwal on behalf of the company	920856.00

c) Outstanding Balances of related parties as on 31st March,2018 :

S. No.	Name of the Related Party	O/s Balances as on 31.03.2018
1	Kratika Agarwal	180000 (Cr.)
2	Neeraj Agarwal	335167 (Cr.)

iii) Contingent Liabilities:

	(2017-18)	(2016-17)
Claims against the Company not acknowledged as debt	NIL	NIL

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

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

vi) The Company has not made any foreign currency transaction during the year .

vii) Statutory Auditors' Remuneration - Rs.40,000.00 has been provided for the statutory audit fees for the financial year 2017-18.



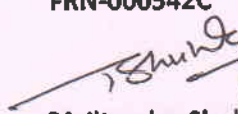
- viii) The company has not received any memorandum (as required to be filed by the Suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006), claiming their status as micro, small or medium enterprises. Consequently, the amount paid / payable to these parties during the year is Nil.
- ix) External confirmation for Sundry Debtors and Creditors, Loans and Advances have not been obtained.
- x) **Earning per share :**

Particulars	2017-18
i) Net Profit/(Loss) after tax available for equity shareholders	828070.25
ii) Weighted Average no. of equity share of Rs.10/- each used as denominator for calculating EPS	6490000
III) Basic/diluted Earnings per share of face value of Rs.10/- (Rs.)	0.13

- xi) Figures have been rounded off to the nearest hundreds.

For V.P Aditya & Co.
Chartered Accountants

FRN-000542C


CA Jitendra Shukla
Partner
M.N.-412422



For and on behalf of the
Board




DIRECTOR

COMPANY SECRETARY &
COMPLIANCE OFFICER

Place: *Bengaluru*
Date: *26/05/2018*

JLA INFRAVILLE SHOPPERS LTD

(CIN- L52390KA2013PLC071372)

Registered Office: 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103

Web site: www.infraville.info E-mail id: infraville@yahoo.in

Declaration for the audit report with unmodified opinion

We hereby confirm and declare that the statutory Auditors of the Company, i.e. M/s V.P. Aditya & Co., have issued the audit report attached to the financials results of the company for the half year and year ended on 31st March, 2018 with unmodified opinion.

For JLA Infraville Shoppers Ltd



Vivek Gupta

Managing Director

Date: 26/05/2018

Place: Bangalore

NOTICE

Notice is hereby given that 5th Annual General Meeting of the Members of JLA Infraville Shoppers Limited (“**the Company**”) will be held on Saturday, September 29, 2018 at 11:00 a.m. at 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103, 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, 2018 and Reports of the Board of Directors and the Auditors thereon.
- 2.** To appoint a Director in place of Mr. Jawahar Lal Agarwal (DIN: 02648829), who retires by rotation and being eligible offers himself for re-appointment.

By Order of Board

Sd/-

**Gaurav Srivastava
Company Secretary & Compliance Officer**

Bangalore, 3rd Day of September, 2018

NOTES:

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

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

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

1. The Register of Members and the Share Transfer Books of the Company will remain closed from September 18, 2018 to September 21, 2018 (both days inclusive).

2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or depository participant(s) Members holding shares in demat form must intimate the change in their address, if any, to Bigshare Services Pvt.Ltd. E/2 Ansa Industrial Estate, Saki ViharRoad, Saki Naka, Andheri (E), Mumbai 400072, Maharashtra; Ph No. - 022- 40430200.

3. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Pvt.Ltd. E/2 Ansa Industrial Estate, Saki ViharRoad, Saki Naka, Andheri (E), Mumbai 400072, Maharashtra; Ph No. - 022-40430200. e-mail: investor@bigshareonline.com, website: www.bigshareonline.com/ is the Registrar and Share Transfer Agent (RTA). Bigshare Services Pvt.Ltd is also depository interface of the Company with both NSDL and CDSL. The Company or Registrar cannot act on any request received directly from Shareholders holding shares in demat form for any change of Bank particulars.

4. In accordance with the Articles of Association of the Company, all Directors (except Mr. Vivek Gupta, who has been appointed as Managing Director for a term of five years on 7th May, 2014, retire every year and if eligible, offer themselves for re-appointment at the Annual General Meeting. As per provisions of Companies Act, 2013, Independent directors are appointed for a term upto five consecutive years and are not liable to retire by rotation.

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

6. REMOTE E VOTING

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

By Order of Board

**Sd/-
Gaurav Srivastava
Company Secretary & Compliance Officer**

Bangalore, 3rd Day of September, 2018

JLA Infraville Shoppers Limited

CIN: L52390KA2013PLC071372

Registered Office: 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103

Folio No/Client ID & DP Id:

ATTENDANCE SLIP
FIFTH ANNUAL
GENERAL MEETING
On Saturday,
29th September, 2018 at
36, Aarush, Shri Balaji
Layout, Ambalipura,
Bellandur Gate,
Bangalore-560103

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

I record my presence at the
Fifth Annual General Meeting

Name of Proxy in BLOCK LETTERS

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

Form No. MGT-11
Proxy Form

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

CIN: L52390KA2013PLC071372

Name of the Company: JLA Infraville Shoppers Limited

Registered Office: 36, Aarush, Shri Balaji Layout, Ambalipura, Bellandur Gate, Bangalore-560103

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

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

1. Name:.....

Address:

E-mail Id:

Signature:....., or failing him

2. Name:.....

Address:

E-mail Id:

Signature:....., or failing him

3. Name:.....

Address:

E-mail Id:

Signature:.....

Signed this.....day of2018.

Affix
Revenue
Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. for the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Fifth Annual General Meeting.