



JLA INFRVILLE SHOPPERS LIMITED

CIN: L52390KA2013PLC071372

Reg. Office: No. 402, Fifth Floor, Bijith Tower, 7th Cross, Nanjappa Garden Babusapalya,
Bangalore 560043.

Website: jlainfraville.com

E-mail id: infraville@yahoo.in

NOTICE

Notice is hereby given that 11th Annual General Meeting of the Members of JLA Infraville Shoppers Limited (“**the Company**”) will be held on Friday, September 27, 2024 at 03.00 P.M. at the Registered Office of the Company at No 402, Fifth Floor, Bijith Tower, 7th Cross, Nanjappa Garden Babusapalya, Kalyananagar, Bangalore, Karnataka- 560043 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, 2024 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, 2024 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 Mr. Atul Agarwal (DIN: 09279372), 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 Mr. Atul Agarwal (DIN: 09279372) as such, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee, Ms. Suneeta Devi bearing PAN No. AMNPD2819D who was appointed as an Additional Director of the Company at the board meeting held on May 10, 2024 be and is hereby regularized as an Executive Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

4. **To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 152 read along with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), and upon the recommendations of the Nomination and Remuneration Committee, Mr. Nand Kishore Srivastava (DIN: 10621357) who was appointed as an Additional Director of the Company at the Board Meeting held on 15.05.2024 and whose designation by virtue of that duly convened Board Meeting was changed to “Managing Director” of the Company and whose term expires at this Annual General Meeting be and is hereby appointed as a director of the Company.

RESOLVED FURTHER THAT any of the Directors/ KMP of the Company be and are hereby responsible to do all such acts, deeds and things as may be necessary and

expedient to give effect to the aforesaid resolution.”

By Order of Board

Sd/-

Kushal Maheshwari

Company Secretary & Compliance Officer

Bengaluru

Date: August 22, 2024

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.

2. 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.
3. 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.
4. The Register of Members and Share Transfer Books will remain closed from **September 21, 2024 to September 27, 2024** (both days inclusive) for the purpose of AGM.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents: **Bigshare Services Private Limited**.
6. 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.
7. In terms of Section 101 and 136 of the Companies Act, 2013 the electronic copy of the notice of the 11th Annual General Meeting of the Company along with the attendance slip and proxy form including Financial Statements, Board's report are being sent to all those members whose e-mail address are registered with the Company/Depository Participant, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to mentioning your Folio No./DP ID & CLIENT ID. For members who have not registered their e-mail address,

physical copies of the notice of the 11th Annual General Meeting of the Company along with the attendance slip and proxy form is being sent in the permitted mode. Members are requested to bring their copy of Annual Report to the meeting.

8. 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 11th Annual General Meeting of the Company.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. 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.
11. 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.
12. 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.

By Order of Board

Sd/-

Kushal Maheshwari
Company Secretary & Compliance Officer

Bengaluru
Date: August 22, 2024

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item No. 3 and Item No. 4 of the accompanying Notice dated August 22, 2024:

Item No. 3:

The Board of Directors at their meeting held on May 10, 2024 appointed Mrs. Suneeta Devi as an Additional (Executive) Director of the Company on the recommendation of Nomination and Remuneration Committee subject to approval of shareholders. According to the provisions of Section 161 of the Companies Act, 2013 she holds the office as an Additional Director only up to the date of the ensuing Annual General Meeting. Further Nomination and Remuneration Committee have recommended to the board of directors to regularize the appointment of Mrs. Suneeta Devi as an Executive Director of the company.

The board of directors carefully evaluated the skills, qualifications, and experience required to effectively guide and contribute to the company's strategic direction. After a thorough selection process, the board appointed Mrs. Suneeta Devi to fill the position as Chief Finance Officer who shall bring a wealth of expertise and knowledge to the board.

At the upcoming AGM, shareholders will have the opportunity to review and discuss the appointment of Mrs. Suneeta Devi. The board encourages all shareholders to attend the meeting, engage in constructive dialogue, and ask any questions they may have regarding this appointment or any other matters of concern.

PROFILE OF MRS. SUNEETA DEVI

NAME	Suneeta Devi
DIN	07595277
FATHER'S NAME	Mata Prasad
DATE OF BIRTH	09.07.1974
ADDRESS	12/474 Navsheel Dwelling, Church Road Gwaltoli, Kanpur
QUALIFICATION	Professional
DATE OF FIRST APPOINTMENT ON THE BOARD	10.05.2024

BRIEF PROFILE	Ms. Sunita Devi possess rich experience in the field of Commerce and Accounts and consistently demonstrated the ability to steer teams towards success through strategic planning and decisive action. She has a keen eye for identifying opportunities and challenges.
DISCLOSURE OF INTER-SE RELATIONSHIPS BETWEEN DIRECTORS AND KEY MANAGERIAL PERSONNEL	Spouse of Mr. Nand Kishore Srivastava (Managing Director)
REMUNERATION PROPOSED TO BE PAID	Not Applicable
KEY TERMS AND CONDITIONS OF RE-APPOINTMENT	As per the resolution of the members with respect to her appointment.
LAST DRAWN REMUNERATION	Not Applicable
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS AS ON 31.03.2024	None
NUMBER OF BOARD MEETINGS ATTENDED	The information is provided in the board meetings section of board's report

Item No. 4:

The Board of Directors at their meeting held on May 15, 2024 had approved appointment of Mr. Nand Kishore Srivastava as an Additional Director of the Company on the recommendation of Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act, 2013 he holds the office as an Additional Director only up to the date of the ensuing Annual General Meeting. Further Nomination and Remuneration Committee have recommended to the board of directors to regularize the appointment of Mr. Nand Kishore Srivastava as a director of the company.

Mr. Nand Kishore Srivastava has an extensive professional background. His deep understanding of the industry dynamics and market trends will prove valuable in guiding the strategic decisions of the company.

The board unanimously recommends the appointment of Mr. Nand Kishore Srivastava as a Managing Director, considering the expertise, experience, and contributions that he can bring to the board. The appointment will enhance the diversity, skills, and overall effectiveness of

our board, aligning with the company's long-term objectives and commitment to good governance practices.

PROFILE OF MR. NAND KISHORE SRIVASTAVA

NAME	Mr. Nand Kishore Srivastava
DIN	10621357
FATHER'S NAME	Asharfi Lal Srivastava
DATE OF BIRTH	01.04.1970
ADDRESS	12/474 Navsheel Dwelling, Church Road Gwaltoli, Kanpur
BRIEF PROFILE	Mr. Nand Kishore Srivastava possess exceptional experience of thirty years in Equity market and served as the Senior Executive in India bulls Housing Finance Limited.
DATE OF FIRST APPOINTMENT ON THE BOARD	15..05.2024
DISCLOSURE OF INTER-SE RELATIONSHIPS BETWEEN DIRECTORS AND KEY MANAGERIAL PERSONNEL	Spouse of Mrs. Suneeta Devi (Chief Financial Officer cum Director)
REMUNERATION PROPOSED TO BE PAID	N.A
KEY TERMS AND CONDITIONS OF RE-APPOINTMENT	As per the resolution of the members with respect to his appointment
LAST DRAWN REMUNERATION	N.A
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS AS ON 31.03.2024	None
NUMBER OF BOARD MEETINGS ATTENDED	The information is provided in the board meetings section of board's report

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

Item - 2

The particulars of the Director are given below:

PROFILE OF MR. ATUL AGARWAL

NAME	Atul Agarwal
DIN	09279372
FATHER'S NAME	Jawahar Lal Agarwal
DATE OF BIRTH	21.09.1968
AGE	54 Years
ADDRESS	09 Shyam Vihar Colony, Subhash Nagar, Kamla Nagar, Radha Vihar Mandir, Dayal Bagh, Agra
QUALIFICATION	Professional
DATE OF FIRST APPOINTMENT ON THE BOARD	13.11.2021
EXPERIENCE	Experience in field of financial and managerial expertise
DISCLOSURE OF INTER-SE RELATIONSHIPS BETWEEN DIRECTORS AND KEY MANAGERIAL PERSONNEL	N.A
REMUNERATION PROPOSED TO BE PAID	N.A
KEY TERMS AND CONDITIONS OF RE-APPOINTMENT	As Per The Resolution Of The Members With Respect To His Appointment, His Office As Director Shall Be Subject To Retirement By Rotation.
LAST DRAWN REMUNERATION	N.A
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS AS ON 31.03.2024	None
NUMBER OF BOARD MEETINGS ATTENDED	The Information Is Provided In The Board Meetings Section Of Board's Report

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 402, Fifth Floor, Bijith Tower, 7th Cross, Nanjappa Garden Babusapalya, Kalyananagar, Bangalore, Karnataka- 560043 on Friday, the 27th day of September, 2024 at 3:00 P.M.

Member's/ Proxy name (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 Friday, September 27, 2024 at 03:00 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, 2024.		
2.	Re-appointment of Mr. Atul Agarwal, (DIN: 09279372) as a Director who retires by rotation.		
Special Business:-			
3.	Regularization of Mrs. Suneeta Devi as an Executive Director of the company.		
4.	Regularization of Mr. Nand Kishore Srivastava as a Director of the company.		

Signed this day of 2024.

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 11TH ANNUAL GENERAL MEETING OF JLA INFRAVILLE SHOPPERS LIMITED

ADDRESS: No. 402, Fifth Floor, Bijith Tower, 7th Cross, Nanjappa Garden Babusapalya, Kalyananagar, Bangalore, Karnataka- 560043

