



JLA INFRAVILLE SHOPPERS LIMITED

CIN: L52390KA2013PLC071372

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

Corp. Office: 106 T-10 Main Patel Road, Guruarjun Nagar Shadi Khampur, Patel Nagar (Central Delhi), Central Delhi, New Delhi- India, 110008

Website: jlainfraville.com, **E-mail id:** infraville@yahoo.in

Mobile No: 9773561033

Date – 04/09/2025

To,

**BSE Limited
Department of Corporate Services,
Phiroze Jeejee Bhoy Towers,
Dalal Street, Mumbai-400001.**

**BSE Scrip Code: 538765
ISIN: INE401Q01018**

Sub: Submission of 12th Annual Report (including Notice of AGM) under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2024-25.

Dear Sir/Ma'am,

With reference to the above-mentioned subject, please find enclosed herewith the 12th Annual Report (including 12th AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2024-25.

You are requested to take the above on your records and acknowledge the same.

**For and on behalf of Board of Directors of
JLA INFRAVILLE SHOPPERS LIMITED**

**CHIRAG
Additional Director
DIN: 10728185**

**Date: 04.09.2025
Place: New Delhi**

12TH ANNUAL REPORT

FOR THE

F.Y. 2024-25

JLA INFRAVILLE SHOPPERS LIMITED

CIN: L52390KA2013PLC071372

infraville@yahoo.in

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BOARD OF DIRECTORS

Mr. Chirag	Director
Mr. Manish Chandra	Non- Executive & Independent Director
Ms. Indrawati	Non- Executive & Non-Independent Director
Mr. Harish	Non- Executive & Non-Independent Director
Mrs. Geeta Devi	Non- Executive & Independent Director

STATUTORY AUDITORS**M/s. KAMAL GUPTA ASSOCIATES CHARTERED ACCOUNTANTS****REGISTRAR & SHARE TRANSFER AGENT****BIGSHARE SERVICES PVT. LTD****CIN: U99999MH1994PTC076534****REGISTERED OFFICE OF THE COMPANY: No 402, Fifth Floor,
Bijith Tower, 7th Cross, Nanjappa Garden Babusapalya,
Kalyananagar, Bangalore, Karnataka- 560043****SHARES LISTED AT BSE LIMITED (SME)**E-MAIL: infraville@yahoo.inWEBSITE: www.jlainfraville.com

AUDIT COMMITTEE

STAKEHOLDERS RELATIONSHIP AND GRIEVANCE COMMITTEE

NOMINATION AND REMUNERATION COMMITTEE

Mr. Manish Chandra – Chairperson

Ms. Manish Chandra – Chairperson

Mr. Chirag –Member

Ms. Harish - Member

Ms. Geeta Devi – Member

Mr. Manish Chandra Chairperson

Ms. Geeta Devi – Memb

Mr. Harish –Member

Ms. Geeta Devi – Member

CIN: L52390KA2013PLC071372**Reg. Office:** No. 402, Fifth Floor, Bijith Tower, 7th Cross, Nanjappa Garden, Babusapalya, Bangalore 560043**Corp. Office:** 106 T-10 Main Patel Road, Guruarjun Nagar Shadi Khampur, Patel Nagar (Central Delhi), Central Delhi, New Delhi- India, 110008**Website:** jlainfraville.com, **E-mail id:** infraville@yahoo.in**Mobile No:** 9773561033

NOTICE

Notice is hereby given that the **12th** Annual General Meeting of the Company will be held on **Friday, 26th Day of September, 2025 at 01:30 P.M. IST** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at registered office of the company to transact the following business:

ORDINARY BUSINESS:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modifications. as an ordinary resolution.

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Directors' and the Auditors' thereon, as circulated to the members, be and are hereby considered and adopted"

SPECIAL BUSINESS:

- 2. REGULARISATION OF ADDITIONAL DIRECTOR Ms. GEETA DEVI (DIN: 10313906) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification the following as **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152, 161 and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Ms. GEETA DEVI (DIN: 10313906)**, who was appointed as an Additional Director of the Company by the Board of Directors, with effect from **21/01/2025** and who holds office up to the date of this Annual General Meeting of the Company in terms of, be and is hereby accorded in 12th Annual General Meeting by way of Special Resolution to appoint as Director not liable to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM.”

“RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

3. REGULARISATION OF ADDITIONAL DIRECTOR MR. CHIRAG (DIN: 10728185) AS EXECUTIVE DIRECTORS OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification the following as **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of Companies Act, 2013, the rules made thereunder and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. CHIRAG (DIN: 10728185)**, who was appointed as an Additional Director cum Managing Director of the Company by the Board of Directors, with effect from **30/12/2024** in terms of Section 161, 196, 197 and 203 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of, be and is hereby accorded in 12th Annual General Meeting by way of ordinary Resolution to appoint as Executive Director liable

to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM.”

“RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

4. REGULARISATION OF ADDITIONAL DIRECTOR MR. HARISH (DIN: 10871534) AS NON - EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Harish (DIN: 10871534)**, who was appointed as an Additional Director of the Company by the Board of Directors, with effect from 30/12/2024 who holds office up to the date of this Annual General Meeting of the Company in terms of, be and is hereby accorded as an Director in 12th Annual General Meeting by way of Ordinary resolution liable to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM.”

“RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

5. REGULARISATION OF ADDITIONAL DIRECTOR MRS. INDRAWATI (DIN: 10871535) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161(1) read with other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mrs. Indrawati (DIN: 10871535)** as an Additional Director **w.e.f 30/12/2024**, approval of the members is be and hereby accorded in 34th Annual General Meeting by way of special resolution for appointment of **Mrs. Indrawati (DIN: 10871535)** as an Non-Executive Director liable to retire by rotation for the period of five years from the date of conclusion of this 12th Annual General Meeting.

“RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

6. RE-APPOINTMENT OF INDEPENDENT DIRECTOR MR. MANISH CHANDRA (DIN: 08985816) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification the following as **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152, and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **MR. MANISH CHANDRA (DIN: 08985816)**, Independent Director of the Company who is eligible for re-appointment and based on recommendation of NRC committee be and is hereby re-appointed as Independent director for the second term of 5 in 12th Annual General Meeting

by way of Special resolution not liable to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM.”

“RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**By order of Board of Directors of
JLA INFRAVILLE SHOPPERS LIMITED**

Sd/-

Chirag

Director

DIN: 10728185

Add: Choth Pana, Silana, (5-R)

Haryana, 131408

1. REGULARISATION OF ADDITIONAL DIRECTOR Ms. GEETA DEVI (DIN: 10313906) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY.

Ms. GEETA DEVI (DIN: 10313906) was appointed as an Additional Director [Non – Executive Independent Director] w.e.f. 21/01/2025 for a term and a period upto 5 years w.e.f. the date of appointment as an Additional Director under provisions of the Companies Act, 2013 (the Act) and will be regularized as Independent Director by the Shareholders at the 12th Annual General Meeting (AGM). Based on the opinion of Board and on its evaluation **Ms. GEETA DEVI** fulfils the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. It is proposed to appoint her as an Independent Director for a term and a period upto 5 years. The above appointment of Ms. **Ms. GEETA DEVI** as an Independent Director on the Board of the Company, is not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution financially or otherwise except **Ms. GEETA DEVI** to the extent to which the resolution relates.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 02 as a Special Resolution.

2. REGULARISATION OF ADDITIONAL DIRECTOR MR. CHIRAG (DIN: 10728185) AS EXECUTIVE DIRECTORS OF THE COMPANY

The Board of Directors in its meeting held on 30/12/2024 has appointed Mr. CHIRAG (DIN: **10728185**) as an Executive director of the company subject to the shareholders' approval in the ensuing 34th Annual General Meeting pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule V of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. CHIRAG (DIN: **10728185**) who was appointed as an

Executive Director cum Managing Director of the Company by the Board of Directors, in terms of Section 161, 196, 197 and 203 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of, be and is hereby accorded in 12th Annual General Meeting by way of Special Resolution to appoint as Managing Director liable to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM on such terms & conditions as decided by the Board of Directors”.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.03 as a Ordinary Resolution.

3. REGULARISATION OF ADDITIONAL DIRECTOR MR. HARISH (DIN: 10871534) AS NON - EXECUTIVE DIRECTOR OF THE COMPANY.

MR. HARISH (DIN: 10871534) was appointed as an Additional Non-Executive Director by the Board of the Company with effect from 30/12/2024.

Nomination and Remuneration Committee at its meeting has considered, approved and recommended to the Board of Directors for appointment **MR. HARISH (DIN: 10871534)** as Non-Executive & Non-Independent Director

The Board therefore, submits the item No. 4 for your consideration and recommends it to be passed as an Ordinary Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the Resolution

4. REGULARISATION OF ADDITIONAL DIRECTOR MRS. INDRAWATI (DIN: 10871535) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

MRS. INDRAWATI (DIN: 10871535) was appointed as an Additional Non-Executive Director by the Board of the Company with effect from 30/12/2024.

Nomination and Remuneration Committee at its meeting has considered, approved and recommended to the Board of Directors for appointment **MRS. INDRAWATI (DIN: 10871535)** as Non-Executive & Non-Independent Director.

The Board therefore, submits the item No. 5 for your consideration and recommends it to be passed as an Ordinary Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the Resolution.

5. RE-APPOINTMENT OF INDEPENDENT DIRECTOR MR. MANISH CHANDRA

(DIN: 08985816) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY.

MANISH CHANDRA was appointed as an Director [Non – Executive Independent Director] w.e.f. 08/12/2020 for a term and a period upto 5 years w.e.f. the date of appointment as an Director under provisions of the Companies Act, 2013 (the Act) and will be re-appointed as Independent Director by the Shareholders at the 12th Annual General Meeting (AGM). Based on the opinion of Board and on its evaluation **MANISH CHANDRA** fulfils the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. It is proposed to appoint him as an Independent Director for a term and a period upto 5 years.

The above appointment of Mr. **MANISH CHANDRA** as an Independent Director on the Board of the Company, is not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution financially or otherwise except **MANISH CHANDRA** to the extent to which the resolution relates.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.06 as a Special Resolution.

**By order of Board of Directors of
JLA INFRAVILLE SHOPPERS LIMITED**

Sd/-

Chirag

Director

DIN: 10728185

Add: Choth Pana, Silana, (5-R)

Haryana, 131408

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General circular no. 10/2022 dated December 28, 2022 read with circular No. 02/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021(collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote during the AGM. The said Resolution/Authorization shall be sent to the e-mail id of Scrutinizer i.e. roc.pcsbkh@gmail.com with a copy marked to evoting@nsdl.co.in. The said Resolution/Authorization may be sent to the Company at its email address to abhijitrading@gmail.com or send the physical copy to registered office/ reg office of the Company.
6. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting

through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **20th September, 2025 to 26th September, 2025**. (“Book Closer”)
8. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2025 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form including Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division /splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
10. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company or Company’s Registrars and Transfer Agents, Bigshare Services Private Limited in case the shares are held by them in physical form.

12. As per the provisions of Section 72 of the Act, members Desirous of making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited in case the shares are held in physical form.
13. Members holding shares in multiple Folios in physical mode are requested to apply for consolidation of shares to the Company or approach the Registrar & Share Transfer Agent along with relevant Share Certificates.
14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021. The Securities and Exchange Board of India ("SEBI") vide its Circular No's.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May, 13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website ilainfraville.com and on the Website of the Stock Exchange i.e. BSE at www.bseindia.com and on the website of I-voteBigshare ivote.bigshareonline.com
16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of ivote.bigshareonline.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30.
17. Instructions for e-voting and AGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Tuesday, 23rd September, 2025 from 9:00 A.M** and ends on **Thursday, 25th September, 2025 till 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, **19th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile

number and email Id in their demat accounts in order to access e-Voting facility.

- Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	<p>where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

- Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.
- **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- **Investor Mapping:**
- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download

● **Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.

- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

CIN: L52390KA2013PLC071372

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

Corp. Office: 106 T-10 Main Patel Road, Guruarjun Nagar Shadi Khampur, Patel Nagar (Central Delhi), Central Delhi, New Delhi- India, 110008

Website: jlainfraville.com, **E-mail id:** infraville@yahoo.in

Mobile No: 9773561033

DIRECTORS' REPORT

Dear Shareholders

Your Board of Directors is pleased to present the 12th Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31st **March, 2025**. 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

The financial performance of the Company for the year ended March 31, 2025 on a Standalone basis is summarized below:

RESULTS OF OUR OPERATIONS (STANDALONE)

Particulars	March, 2025	March, 2024
Net Sales/Income from operations	--	-
Other Operating Incomes:		5,999
(a) Other Incomes	7,175,435	35,70,131
Total Revenue	7,175,435	3,576,130
Total Expenses	8,779,801	2,041,310
Net Profit Before Taxation	(1,604,36)	1,534,820
Tax Expenses & DTA	23,941	22,742
Profit For The Period	(1,628,307)	1,112,978
Earnings Per Share:	-	-
Basic	-0.25	0.17
Diluted	-0.25	0.17

a) TOTAL INCOME: Your Company's Total Income during the year under review was Rs 7,175,435 as compared to Rs. 3,576,130 in the previous year.

b) PROFITS: Profit before Tax for the year 2024-25 was Rs. (1,604,36) as against Rs. 1,534,820 in the previous year. Profit after Tax for the year 2023-24 stood at Rs. **(1,628,307) as against Rs. 1,112,978 in the previous year.**

2. 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. Primarily company operates in e-commerce sector and provides retail services.

3. TRANSFER TO RESERVES:

During the year, an amount equal to Rs. 40.63 (in '00000') was transferred to Reserve and Surplus Account.

4. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the financial year 2023-24.

5. DIVIDEND

In order to conserve the resources, your directors have decided not to recommend dividend on the share capital for the financial year 2023-24.

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. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

8. CHANGE IN DIRECTORS OR KEY MANAGERIAL PERSONNEL:

SL No.	Name	DIN/PAN	Designation
1	Chirag	10728185	Additional Managing Director
2	Geeta Devi	10313906	Additional Independent Director
3	Harish	10871534	Additional Non- Executive Director
4	Indrawati	10871535	Additional Non- Executive Director
5.	MANISH CHANDRA	<u>08985816</u>	Independent Director

9. DISCLOSURE REGARDING THE RE-APPOINTMENT OF DIRECTOR

No director is liable to retire by rotation in the FY 2024-25.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, the work performed by the Internal Auditors, Statutory Auditors and Secretarial Auditors, including the Audit of Internal Financial Controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2024-25.

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 :

- a. In the preparation of the annual accounts for the financial year ended on 31st March, 2025, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b. 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, 2025 and of the profit of the Company for that period;
- c. 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;

d. The annual accounts have been prepared on a 'going concern' basis;

e. The Internal financial controls have been laid by the Company and such financial controls are adequate and were operating effectively;

f. Proper systems had been devised in compliance with the provision of the all applicable laws and such systems were adequate and operating effectively.

11. MAINTENANCE OF COST RECORDS

The provisions relating to maintenance of cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013, are not applicable to the Company and accordingly such accounts and records are not required to be maintained.

12. INSOLVENCY AND BANKRUPTCY CODE

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

13. FRAUD REPORTED BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of fraud committed in the Company by its officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

14. DETAILS OF DIFFERENCE BETWEEN THE AMOUNTS OF THE VALUATION

DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASON THEREOF During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institution.

15. RISK MANAGEMENT POLICY

The Board recognizes that effective risk management is integral to achieving our strategic objectives and delivering long-term value to our shareholders, customers, employees, and other stakeholders. Our risk management approach is designed to identify potential threats, evaluate their potential impact, and implement appropriate measures to mitigate and manage these risks. We employ a systematic process to identify and assess risks across all

aspects of our operations, including strategic, operational, financial, and compliance-related areas.

16. CORPORATE GOVERNANCE

Corporate governance refers to the system of rules, practices, processes, and structures by which a company is directed, controlled, and managed. It involves the relationships among various stakeholders, such as shareholders, management, customers, suppliers, financiers, government, and the community. The primary goal of corporate governance is to ensure that the company operates in a transparent, ethical, and accountable manner while safeguarding the interests of all stakeholders.

The Company recognizes that strong corporate governance is vital to our long-term success and the creation of sustainable value for our shareholders and stakeholders.

Nonetheless pursuant to Regulation 15 (1) and (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, [17A,] 18, 19, 20, 21,22, 23, 24, [24A,] 25, 26, 27 and clauses (b) to (i) [and (t)] of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V are not applicable on the company listed its specified securities on the SME Exchange.

As the company is listed on SME platform therefore, we are not required 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.

17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required is annexed and forms part of the Directors' Report.

18. AUDITORS

I. STATUTORY AUDITORS AND HIS REPORT

M/s Kamal Gupta Associates, Chartered Accountants, Kanpur (ICAI Firm Registration No.: 000752C,) were appointed as Statutory auditors of the company for a period of 5 years i.e., from 01.04.2023 to 31.03.2028 on the terms and conditions as may be mutually agreed by the board and the auditors in the previous Annual General Meeting. M/s Kamal Gupta

Associates conducted the statutory audit of the Company for the financial year 2023-2024. The Auditors have not expressed any qualified opinion in the Auditors Report.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.

II. 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 secretarial auditor undertake the Secretarial Audit of the Company for the FY 2023-2024 and accordingly they conducted the secretarial audit.

III. INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014 the Company had appointed Mr. Neeraj Agarwal (M/s Neeraj & Associates), Chartered accountants as the Internal Auditor of the Company for the FY 2023-2024 and accordingly they conducted the Internal Audit.

On the other hand, Mr. Kushal Maheshwari, Company Secretary of the Company was appointed as an Internal Auditor of the Company for the FY 2024-25.

19. DETAILS OF THE STOCK EXCHANGES WHERE THE SHARES ARE LISTED

The Company's Equity Shares are presently listed at: Bombay Stock Exchange Ltd. (BSE), SME Platform The Company has paid Annual Listing Fee of the concerned Stock Exchange.

20. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

There is no subsidiary company of the Company and therefore not required to prepare consolidated financial statements.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the Financial Year 2024-25, there is no change in the composition of Board.

During the year under review, no Non-Executive Directors (NEDs) of the Company had any pecuniary relationship or transactions with the Company.

SL	Name	DIN/PAN	Designation
1	Chirag	10728185	Additional Managing Director
2	Geeta Devi	10313906	Additional Independent Director
3	Harish	10871534	Additional Non- Executive Director
4	Indrawati	10871535	Additional Non- Executive Director
5.	MANISH CHANDRA	<u>08985816</u>	Independent Director

4. DIRECTOR RETIRE BY ROTATION:

No director is liable to retire by rotation

5. INDEPENDENT DIRECTORS:

The Independent Directors hold office for a fixed term of five years subject to reappointment and are not liable to retire by rotation. The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy for Familiarization of Independent Director is also placed on Website of the company i.e. jlainfraville.com respectively.

During the Year, One meeting of Independent Directors was held on February 13, 2025.

6. DECLARATIONS FROM INDEPENDENT DIRECTORS:

In terms of Section 149 of the Act, Mrs. GEETA DEVI, Mr. MANISH CHANDRA are the Independent Directors of the Company as on date. The Company has received declarations from the Independent Directors to the effect that (a) they fulfill the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 and the rules framed thereunder, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended upto date

("Listing Regulations") (b) that they have got themselves registered in the data bank for Independent Directors being maintained by the Indian Institute of Corporate Affairs (IICA), of the Ministry of Corporate Affairs, Government of India and their names are included in the data bank maintained by IICA (c) they are not aware of any circumstance or situation, existing or anticipated, which may impact or impair their ability to discharge duties (d) that they have complied with the Code for Independent Director prescribed in Schedule IV to the Companies Act, 2013 which forms a part of the Company's Code of Conduct for Directors and Senior Management Personnel, to which as well, they affirm their compliance.

As required under Regulation 25(7) of SEBI (LODR) Regulations, the Company has programmes for Familiarization for the Independent Directors about the nature of the Industry, Business model, roles, rights and responsibilities of Independent Directors and other relevant information. The details of the Familiarization Program for Independent Directors is available on the website of the Company.

14. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Company's Policy for the appointment of Directors and Key and Senior Managerial Personnel and their Remuneration policy can be accessed on the Company's website at the web-link jlainfraville.com.

In seeking to select individuals for induction as directors on the Board of Directors of the Company, the criteria such as qualifications, positive attributes, independence as set out in the aforementioned policy, are strictly adhered to. Additionally, the knowledge, experience and expertise of the incumbent and their relevance to the Company, are other aspects covered by the policy, which are considered.

Remuneration packages for directors, key and senior management personnel, are drawn up in consonance with the tenets as laid down in the Remuneration Policy. Depending upon the nature, quantum, importance and intricacies of the responsibilities and functions being discharged as also the standards prevailing in the industry the concerned individuals get the best possible remuneration packages permissible under the applicable laws, so that the Company gets to retain the best of quality and talent.

15. BOARD EVALUATION:

In compliance with the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors.

Pursuant to Schedule II, Part D of LODR, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which is based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of reappointment of Independent Director.

The performance of the Independent Directors was reviewed and evaluated by the entire Board and in such exercise, the director concerned whose performance was being evaluated, did not participate.

Pursuant to Section 134(3)(p) of the Companies Act, 2013, and Regulation 25(4) of LODR, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, Performance of the Board as a whole and its Members and other required matters.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members based on criteria such as the composition of committees, effectiveness of committee meetings, etc.

The performance of Non – Executive Directors, the Board as a whole and the Chairman of the Company was evaluated by Independent Directors, after taking into account the views of the Executive Director and NEDs.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors based on criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

16. KEY MANAGERIAL PERSONNEL:

The company has appointed Key Managerial Personnel of the Company pursuant to Section 203 of Companies Act, 2013 read with the Rules framed there under.

7. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits the Director's Responsibility Statement:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of 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 prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended March 31, 2025 on a going concern basis.
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

8. MEETINGS:

a. BOARD MEETINGS

The Board of Directors duly met (6) Six times during the Financial Year ended 31/03/2025. The dates on which meetings was /held are 23/05/2024, 20/06/2024, 29/07/2024, 14/08/2024, 12/11/2024 and 14/02/2025.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015/ Companies Act, 2013.

The Composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

SL No.	Name	DIN/PAN	Designation
1	Chirag	10728185	Additional Managing Director
2	Geeta Devi	10313906	Additional Independent Director
3	Harish	10871534	Additional Non-Executive Director
4	Indrawati	10871535	Additional Non-Executive Director
5.	MANISH CHANDRA	<u>08985816</u>	Independent Director

b. COMMITTEE MEETINGS:

(i) AUDIT COMMITTEE

The Audit Committee comprises Three Members during the year and the (04) Audit Committee meetings were convened and held.

Meetings of the Committee:

The Committee met 04 times dated on **27/05/2024, 26/07/2024, 12/11/2024 and 14/02/2025** during the financial year ended on March 31, 2025.

The Composition of audit committee is as under: -

Mr. Manish Chandra Chairperson
Mr. Harish –Member
Ms. Geeta Devi – Member

(ii) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises three members, all are Non-Executive Directors. During the year One Meeting of Nomination & Remuneration Committee Meetings was held.

Meetings of the Committee:

The Committee met 1 time during the Financial Year- 2024-25 dated on **05/01/2025**. The Composition of Nomination & Remuneration Committee and their attendance are mentioned asunder: -

Mr. Manish Chandra Chairperson
Mr. Harish –Member
Ms. Geeta Devi – Member

The amended/ updated policy of nomination policy is also placed on website of the company i.e. www.abhijittrading.in respectively.

(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises three members. During the year, One (01) Stakeholders Relationship Committee Meetings was convened and held.

Meetings of the Committee:

The Committee met 1 time on **10/12/2024**, during the F.Y.-2024-25. The Composition Stakeholders' Relationship committee and their attendance at the meeting are as under:-

Mr. Manish Chandra Chairperson
Mr. Chirag –Member
Ms. Geeta Devi – Member

9. SHAREHOLDERS MEETING:

There is only One Share Holders Meeting i.e., AGM (Annual General Meeting) has been held on 27th Day of September, 2024 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

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

Pursuant to the provisions of Section 149 of the Companies Act, 2013 each independent director of the Company has submitted their declaration that each of them meet the criteria of independence as provided under Section 149(6) of the Act along with rules framed there under.

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

24. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, 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.

25. ETHICS/GOVERNANCE POLICIES

The Company strives to conduct business and strengthen the relationship with stakeholders in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all the stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:-

- Code of Conduct
- Policy for preservation of documents

- Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Persons
- Vigil Mechanism and Whistle-blower policy
- Policy for selection of Directors and determining Director's independence
- Remuneration policy for Directors, Key Managerial Personnel and other employees
- Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Policy on Determination and Disclosure of Materiality of Events and Information and the Web Archival Policy.

26. SECRETARIAL STANDARDS

The Company is in compliance with all the applicable and notified Secretarial Standards issued by the Institute of Company Secretaries of India.

27. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

(a) Procedure for Nomination and Appointment of Directors

The Nomination and Remuneration Committee (NRC) has been mandated to oversee and develop competency requirements for the Board based on the industry requirements and business strategy of the Company. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors and meets them prior to making recommendations of their nomination to the Board. Specific requirements for the position including expert knowledge are communicated to the appointee. On the recommendation of the NRC, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the applicable provisions of the Act and the Listing Regulations. The remuneration determined for Executive / Independent Directors is subject to the recommendation of the NRC and approval of the Board of Directors.

The Non-Executive Directors are compensated by way of profit-sharing commission and the criteria being their attendance and contribution at the Board / Committee Meetings. The Executive Directors are not paid sitting fees;

however, the Non- Executive Directors are entitled to sitting fees for attending the Board / Committee Meetings.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees are in accordance with the Remuneration Policy of the Company. The Company's Policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act and Regulation 19 of the Listing Regulations have been disclosed in the Corporate Governance Report, which forms part of the Annual Report.

(b) Familiarization / Orientation program for Independent Directors

The Independent Directors attend a Familiarization /Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on regulatory front, industry developments and any other significant matters of importance. The details of Familiarization Program are also available on the Company's Website. The Company issues a formal letter of appointment to the Independent Directors, outlining their role, function, duties and responsibilities, the format of which is available on the Company's Website at www.jlainfraville.com.

32. MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met once during the financial year 2023-2024 held on February 23, 2024 without the presence of the Executives. The meeting was conducted to enable the Independent Directors to discuss the matters pertaining to the Company's affairs and put forth their views about the working of the Company and the Board along with the Committees.

33. 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 (Corporate Social Responsibility Policy) Rules, 2014, therefore no CSR policy of the Company is made as on date.

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, the Company had provided unsecured Loans to the Companies to utilize its resources lying idle. The details regarding loans, guarantees and investments covered under the provisions of section 186 of the

Companies Act, 2013 are detailed in the financial statements and the company has duly complied with the provision of this section.

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

There are no such transactions entered by the company during the current year under review. Form AOC-2 attached with this Report as Annexure I.

36. 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.

37. 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.

38. 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 2023-2024

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the Financial Year 2023-2024

39. 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:-

4) NO. OF EMPLOYEES ON PAY ROLL IN THE COMPANY

There are a total of 3 employees on Pay Roll of the Company out of which 2 are Key

Managerial Personnel.

* The Managing Director's remuneration is not considered while ascertaining the median in the above circumstance.

5) AFFIRMATION

The Management hereby confirms that the remuneration has been paid as per the Remuneration Policy of the Company.

40. WEBLINK OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 link of Annual Returns are available for the shareholders at www.jlainfraville.com.

41. 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.

42. DISCLOSURE UNDER SEXUAL HARRASMENT POLICY FOR WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013.

The Company has zero tolerance for sexual harassment at workplace and has adopted stringent measures on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace. The measures aim to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

During the year there were no complaint received from any employee regarding the said issue.

43. 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, 2024. No Convertible Debentures has been issued by the Company as on 31st March, 2024.

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

No material changes and commitments have taken place during the financial year ended on March 31, 2024 to which the balance sheet relates and the date of report which affects the financial position of the Company.

45. 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.

46. INDUSTRY RELATIONS

Industrial relations are of paramount importance in every organization and maintaining them with ease and poise is a very difficult task. Our Company gives equal importance to maintain industrial relations and keeping them at par with other stakeholder relationships. During the period under review, the relation between employee and Management remained cordial.

47. BOARD EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and Provision of SEBI (LODR) Regulations, 2015, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees, based on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of committees, effectiveness of Committee meetings, etc.

The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated at separate meetings of Independent Directors. The same was also discussed in the meetings of NRC and the Board. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

48. STATUTORY COMPLIANCE

The Company has in place adequate systems and processes to ensure that it is in compliance with all applicable laws. The Company Secretary (Corporate & Compliance) is responsible for implementing the systems and processes for monitoring compliance with the applicable laws and for ensuring that the systems and processes are operating effectively. The Chief Financial Officer and Managing Director, places before the Board, at each meeting, a certificate of compliance with the applicable laws. The Company Secretary (Corporate & Compliance) also confirms compliance with Company law, SEBI Regulations and other corporate laws applicable to the Company.

49. APPRECIATION

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.

**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE
REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

**To,
The Members of
JLA INFRAVILLE SHOPPERS LIMITED**

We have examined the compliance of conditions of Corporate Governance by M/s JLA INFRAVILLE SHOPPERS LIMITED for the year ended 31st March, 2025, as stipulated in Chapter VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing agreement of the Said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Guarantee. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the provisions specified in Chapter VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing agreement of the said Company with Stock Exchange.

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

**By order of Board of Directors of
JLA INFRAVILLE SHOPPERS LIMITED**

**Sd/-
Chirag
Director
DIN: 10728185
Add: Choth Pana, Silana, (5-R)
Haryana, 131408**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing
Obligations and Disclosure Requirements) Regulations, 2015)***

To,

The Members of

JLA INFRAVILLE SHOPPERS LIMITED

**17, 2ND FLOOR, 7TH MAIN ROAD, II STAGE INDIRA NAGAR BANGALORE,
Indiranagar (Bangalore), Bangalore, Bangalore North, Karnataka, India,
560038**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of JLA INFRAVILLE SHOPPERS LIMITED having CIN L52390KA2013PLC071372 and having registered office at 17, 2ND FLOOR, 7TH MAIN ROAD, II STAGE INDIRA NAGAR BANGALORE, Indiranagar (Bangalore), Bangalore, Bangalore North, Karnataka, India, 560038 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SL	Name	DIN/PAN	Designation
1	Chirag	10728185	Additional Managing Director
2	Geeta Devi	10313906	Additional Independent Director
3	Harish	10871534	Additional Non-Executive Director
4	Indrawati	10871535	Additional Non-Executive Director
5.	MANISH CHANDRA	<u>08985816</u>	Independent Director

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**By order of Board of Directors of
JLA INFRAVILLE SHOPPERS LIMITED**

**Sd/-
Chirag
Director
DIN: 10728185
Add: Choth Pana, Silana, (5-R)
Haryana, 131408**

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) READ
WITH SCHEDULE V SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENT) REGULATIONS, 2015
IN REPECT OF COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Members of Board of Directors and senior management personnel of the company have affirmed their compliance with the Code of Conduct of JLA INFRAVILLE SHOPPERS LIMITED , as applicable to them, for the financial year ended 31st March 2025.

**By Order of the Board of
Directors
JLA INFRAVILLE SHOPPERS LIMITED**

Sd/-

**Chirag
Managing Director
DIN: 10728185
Add: Choth Pana, Silana, (5-
R) Sonipat, Haryana,
131408**

CEO/CFO/MD CERTIFICATION

The Executive Director have certified, in terms of Part B of Schedule II of the SEBI (LODR) Regulations, 2015 to the Board that the Financial Statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards. The said certification of the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2025 is enclosed below.

I, Chirag, Executive Director of the JLA INFRAVILLE SHOPPERS LIMITED, to the best of my knowledge and belief hereby certify that: -

(a) We have reviewed the financial statements and the cash flow statements for the year ended 31/03/2025 and that the best of my knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) There are to the best of my knowledge and belief, no transactions have been entered into by the company during the years that are fraudulent, illegal or violate the company's Code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and that the same did not reveal any deficiencies;

(d) There was no significant changes in internal control over financial reporting during the period. (e) There was no significant changes in accounting policies during the year; and

(f) There was no instances of significant fraud of which we have become aware having involvement therein of the management or an employee having a significant role in Company's internal control system over financial reporting

**By Order of the Board of
Directors
JLA INFRAVILLE SHOPPERS LIMITED**

Sd/-

**Chirag
Managing Director
DIN: 10728185
Add: Choth Pana, Silana, (5-
R)Sonipat, Haryana, 131408**

AUDITOR'S REPORT ON HALF YEAR FINANCIAL RESULTS AND YEAR TO DATE RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AS AMENDED

Report on the audit of the Standalone Financial Results

To,
The Board of Directors of
JLA INFRA VILLE SHOPPERS LIMITED

Opinion

We have audited the accompanying standalone half year financial results of **JLA INFRA VILLE SHOPPERS LIMITED** (the company) for the half year ended on 31.03.2025 and the year to date results for the period from 01.04.2024 to 31.03.2025, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

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

- i. Are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. Give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the half year ended on 31.03.2025 as well as the year to date results for the period from 01.04.2024 to 31.03.2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Standalone Financial Results

These half year financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with their cognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

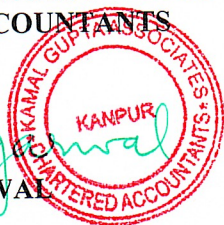
- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For KAMAL GUPTA ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 000752C



CA. NEHA AGARWAL
PARTNER

(MRN 406713)

PLACE: KANPUR

DATED: 30/05/2025

UDIN: 25406713BMOQOA1370

Balance Sheet

Particulars	Note No.	As at 31 March	As at 31 March
		2025	2024
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2.1	470,159	604,612
Capital Work-in-progress	2.1	-	-
Financial Assets			
Investments		-	-
Other Financial Assets	2.2	84,891,651	50,919,485
Deferred Tax Assets (net)	2.10	218,544	242,485
Other Non-Current Assets		-	-
Current Assets			
Inventories including Biological Assets	2.3	-	-
Financial Assets			
Trade Receivables	2.4	-	-
Cash and Cash Equivalents	2.5	30,024	16,854
Bank Balances other than Cash and Cash equivalents		-	-
Loans		-	-
Other Financial Assets		-	-
Current Tax Assets (Net)		-	-
Other Current Assets	2.6	2,708,449.00	28,714,515
TOTAL ASSETS		88,318,826	80,497,950
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	2.7	64,900,000	64,900,000
Other Equity	2.8	12,494,777	14,062,806
Non-Current Liabilities			
Financial Liabilities			
Other Financial Liabilities	2.9	-	-
Deferred Tax Liabilities (net)	2.10	-	-
Provisions		-	-
Current Liabilities			
Financial Liabilities			
Borrowings	2.11	120,740	-
Trade Payables	2.12	10,509,770	-
Other Financial Liabilities	2.13	-	155,000
Other Current Liabilities	2.14	293,538	981,043
Provisions		-	399,100
Current Tax Liabilities (Net)		-	-
TOTAL EQUITY AND LIABILITIES		88,318,826	80,497,950

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Kamal Gupta Associates
Chartered Accountants
FRN : 000752C

For and on behalf of Board of Directors

Nand Kishore Srivastava
(Managing Director)
DIN: 10621357

Atul Agarwal
Director
DIN: 09279372

CA Neha Agarwal
Partner

Membership No. : 406713
Date : 30/05/2025

Suneeta Devi
(Chief Financial Officer)

Kushal Maheshwari
(Company Secretary)

STATEMENT OF PROFIT & LOSS

-

Particulars	Note No.	For the year ended 31 March	
		2025	2024
Revenue from Operations			
Revenue from sale of Products	3.1	-	5,999
Other Income	3.2	7,175,435	3,570,131
		7,175,435	3,576,130
Expenditure			
Cost of Materials Consumed	3.3	-	-
Purchases of stock in trade			-
Changes in Inventories	3.4	-	-
Employees Benefits Expenses	3.5	188,000	456,000
Finance Cost	3.6	511,595	-
Depreciation and Amortisation Expenses	2.1	134,453	178,872
Other Expenses	3.7	7,945,754	1,406,438
		8,779,801	2,041,310
Profit Before Exceptional Item and Tax		-1,604,366	1,534,820
Profit Before Tax		-1,604,366	1,534,820
Tax Expenses			
Current Tax		-	399,100
Deferred Tax Charge/ (Credit)		23,941	22,742
(Excess)/ Short provision of Earlier Year Written Back		-	-
Profit for the Year (IV-V)		-1,628,307	1,112,978
Other Comprehensive Income (OCI)	3.8		
Items that will not be reclassified to profit or loss		-	-
Income Tax relating to these items		-	-
Items that will be reclassified to profit or loss			
Income Tax relating to these items		-	-
		-	-
Other Comprehensive Income for the Year (net of tax)		-	-
Total Comprehensive Income for the Year		-1,628,307	1,112,978
Earnings per Equity Share of Face Value Rs. 10/- each	3.9		
Basic (In Rs.)		-0.25	0.17
Diluted (In Rs.)		-0.25	0.17

Summary of significant accounting policies

0

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Kamal Gupta Associates

Chartered Accountants

FRN : 000752C

For and on behalf of Board of Directors

Nand Kishore Srivastava
(Managing Director)
DIN: 10621357

Atul Agarwal
Director
DIN: 09279372

CA Neha Agarwal
Partner

Membership No. : 406713
Date : 30/05/2025

Suneeta Devi
(Chief Financial Officer)

Kushal Maheshwari
(Company Secretary)

JLA INFRAVILLE SHOPPERS LIMITED**Statement of Cash Flow****Annual Report 2024-25**

Particulars	For the year ended 31 March	
	2025	2024
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per statement of Profit and loss	-1,604,366	1,534,820
Adjustments for :		
Depreciation & amortisation	134,453	178,872
Investment fair value adjustment	-	-
Income Tax Adjustment	60,278.00	
Loss on Impairment of Assets	-	-
Interest & Finance Charges	-	-
Interest Income	-	-
Dividend Income	-	-
Profit on Sale of Property, Plant and Equipment including WIP, Investments etc	-	-
Re-measurement of Defined Benefit	-	-
Foreign exchange gain/loss	-	-
Operating profit before working capital changes	-1,409,636	1,713,692
Adjustment for:		
(Increase) in Inventories	-	-
(Increase) /Decrease in Trade Receivables	-	49,970
(Increase) /Decrease in Loans	-	-
(Increase) /Decrease in Other Current and Non-Current Assets	26,006,066	10,407,056
(Increase) /Decrease in Other financial and non-financial assets	-33,972,166	-11,794,945
(Increase) /Decrease in Current Tax Assets	-	-
(Decrease)/Increase in Trade Payables	10,509,770.49	-
(Decrease)/Increase in Other Current Liabilities	-687,505	-756,339
(Decrease)/Increase in Other Financial and Non-Financial Liabilities	-155,000	155,000
(Decrease)/Increase in Provisions	-399,100	75,020
Excess Provision of earlier year written back	-	-
Cash generated from operations	-107,570	-150,545
Income Tax	-	-399,100
NET CASH FLOWS FROM OPERATING ACTIVITIES	-107,570	-549,645
Cash flow from investing activities		
Payment for purchase and construction of property, plant and equipment	-	-
Sale of Property, Plant and Equipment including WIP, Investments etc	-	-
Purchase of Property, Plant and Equipment including WIP, Investments etc	-	-
Interest Income	-	-
Dividend Income	-	-
Profit on Sale of Investments	-	-
Deposits Matured/made during the year	-	-
(B) NET CASH FLOWS FROM INVESTING ACTIVITIES	-	-
Increase in Advances & others	-	-
Cash flow from financing activities	120,740.00	-
(C) NET CASH FLOWS FROM FINANCING ACTIVITIES	120,740.00	-
Repayment of Long term Borrowings	-	-
Interest paid	-	-
Net increase / (decrease) in cash and cash equivalents	13,170.1	-549,645
Cash and cash equivalents at the beginning of the year	16,854	566,499
Cash and cash equivalents at the end of the year	30,024	16,854

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Kamal Gupta Associates

Chartered Accountants

FRN : 000752C

For and on behalf of Board of Directors

Nand Kishore Srivastava
(Managing Director)
DIN: 10621357

Atul Agarwal
Director
DIN: 09279372

CA Neha Agarwal
Partner

Suneeta Devi
(Chief Financial Officer)

Kushal Maheshwari
(Company Secretary)

Membership No. : 406713

Date : 30/05/2025

Statement of Changes in Equity

-

Particulars	For the year ended 31 March	
	2024	2023
Equity share capital		
Balance at the beginning of the year	64900000	64900000
Changes in Equity Share Capital during the year (Note 2.14)	Nil	Nil
Balance at the end of the year	64900000	64900000

OTHER EQUITY

-

Particulars	Reserves & Surplus		Other Comprehensive Income		Total	Total Equity
	Capital Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Remesurement Gain/(Loss) on Defined Benefit Plan		
Balance as at 1 April, 2024	-	4,062,806	-	-	-	4,062,806
Profit for the year	-	-1,628,307	-	-	-	-1,628,307
Other Comprehensive Income for the year	-	60,278	-	-	-	60,278
Balance as at 31 March 2025	-	2,494,777	-	-	-	2,494,777
Balance as at 1 April, 2023	-	2,949,828	-	-	-	2,949,828
Profit for the year	-	1,112,978	-	-	-	1,112,978
Other Comprehensive Income for the year	-	-	-	-	-	-
Balance as at 31 March 2024	-	4,062,806	-	-	-	4,062,806
Balance as at 1 April 2022	-	980,406	-	-	-	980,406
Profit for the year	-	1,969,422	-	-	-	1,969,422
Other Comprehensive Income for the year	-	-	-	-	-	-
Balance as at 31 March, 2023	-	2,949,828	-	-	-	2,949,828

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Kamal Gupta Associates

Chartered Accountants

FRN : 000752C

For and on behalf of Board of Directors

Nand Kishore Srivastava
(Managing Director)
DIN: 10621357

Atul Agarwal
Director
DIN: 09279372

CA Neha Agarwal
Partner

Membership No. : 406713

Date : 30/05/2025

Suneeta Devi
(Chief Financial Officer)

Kushal Maheshwari
(Company Secretary)

Notes to the Standalone Financial Statements for the year ended 31st March, 2024

A. Corporate Information

JLA Infraville Shoppers Limited is a entity incorporated under Companies Act, 2013. The Company is located at NO. 2363, FIRST FLOOR, 24TH MAIN, 1ST SECTOR, HSR LAYOUT BANGALORE Bangalore KA 560102 IN. The Company is engaged in online services and allied activities.

B. Significant Accounting Policies:

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities (including derivative instruments),
- ii) Defined Benefit Plans – Plan Assets and
- iii) Equity settled Share Based Payments

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, (as amended from time to time) and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

B.2 Summary of Significant Accounting Policies

(a) Current and Non-Current Classification

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 –

- (1) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- (2) Held primarily for the purpose of trading;
- (3) Expected to be realised within twelve months after the reporting period, or
- (4) Cash or 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 current when:

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

The Company classifies all other liabilities as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

(b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on Property, Plant and Equipment is provided using written down value method on depreciable amount except in case of certain assets of Oil to Chemicals segment which are depreciated using straight line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II;

(c) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised. The Company's intangible assets comprises assets with finite useful life which are amortised on a straight-line basis over the period of their expected useful life.

(d) Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(e) Finance Costs

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(f) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of finished goods, work-in-progress, raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis.

(g) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(I) Taxes on income									
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Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

<u>Regarding MSME Classification</u>									

We have relied it is to inform that upon the classification provided to us by the management and have test checked it on sample basis.