

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting (AGM) of the Shareholders of the Company will be held on Wednesday, 30<sup>th</sup> September, 2015 at 9.30 A.M. at Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Balance Sheet and Profit and Loss Account for the year ended March 31, 2015, and Schedules thereto, together with the Auditor's Report & the Reports of the Directors thereon.
2. To consider the re-appointment of Mr. Manoj Kumar More (DIN: 00040190), as director, who is retiring by rotation in terms of section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider the re-appoint of Mr. Kalpesh Rameshchandra Madhavi (DIN: 03323931) as director, who is retiring by rotation in terms of section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, pass the following resolution, with or without modification as, an Ordinary Resolution:

"RESOLVED THAT Mr. P. Mahendran, Chartered Accountant, (Registration No 29194), the statutory Auditors of the Company, liable to retire at the conclusion of this AGM be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of the ensuing AGM till the conclusion of the next AGM on a remuneration as may be fixed by the Remuneration Committee."

### **SPECIAL BUSINESS:**

5. To consider and if thought fit, pass the following resolution, with or without modification as, an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Malti Vidur Bhatt (DIN: 00656448) who was appointed as an additional director, having been proposed to be re-appointed and having been given her consent, be and is hereby appointed as a non-executive, non-independent director on the Board of the Company, w.e.f. the date of this Annual General Meeting.

6. To consider and if thought fit, pass the following resolution, with or without modification as, a Special Resolution:

RESOLVED THAT Mr. Pratik Sudhir Bhatt (DIN: 00655368), Director of the Company, pursuant to the provisions of Section 203, of the Companies Act, 2013 and rules made

there under and subject to the applicable provisions of Articles of Association of the Company, be and is hereby appointed as a Managing Director of the Company to hold office at a salary of Rs. 10000/- per month, on terms and conditions mentioned in the Agreement to be entered into by with the Company and a copy of which is available for inspection of shareholders of the Company at the registered office of the Company during office hours, for a period of 3 years w.e.f. the date of this AGM till September 30, 2018.

**Date: 02-09-2015**  
**Place: Mumbai**

**By the order of Board**  
**For DJS Stock and Shares Limited**

**Sd/--**  
**Pratik Bhatt**  
**Director**  
**DIN: 00655368**

#### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. The proxy need not to be a member of the company. A blank form is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of the annual general meeting.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 28, 2015 to September 30, 2015 (both days inclusive).
4. Members are requested to notify change of address AND email Id, if any, promptly in order to serve them better.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing to attend and vote on their behalf at the meeting along with the attendance slip or proxy, as the case may be.
9. The Ministry of Corporate Affairs, Government of India has come out with a circular dated 29th April, 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise by the respective shareholder to the Company or Registrar and Transfer Agent
10. A brief resume of the Directors retiring by rotation and eligible for re-appointment/ recommended for appointment, as required by Clause 49(IV)(G) of the Listing Agreement signed by the Company with the stock exchange, is given in Annexure to this notice.

11. Members may also note that the Notice of AGM will be available on the Company's website, <http://www.djsstocks.com> the Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write us at [djs2011@gmail.com](mailto:djs2011@gmail.com) if they have any queries or require communication in physical form in addition to electronic communication.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.

**Date: 02-09-2015**  
**Place: Mumbai**

**By the order of Board**  
**For DJS Stock and Shares Limited**

**Sd/--**  
**Pratik Bhatt**  
**Director**  
**DIN: 00655368**

**[In pursuance of clause 49 of the Listing Agreement]**

Brief Resume of Directors seeking re-appointment and Directors recommended for appointment at the forthcoming Annual General Meeting:

<b>Name of Director</b>	<b>Mr. Manoj Kumar More</b>
Date of Birth	01.05.1971
Nationality	Indian
Date of Appointment	15.05.2011
Qualification	C.A., B. Com
Expertise in specific functional area	Finance & Management
Chairman /Director of other Companies (excluding private & foreign companies)	Ken Financial Services Ltd Hilton metal Forging Ltd
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

<b>Name of Director</b>	<b>Mr. Kalpesh Ramchandra Madhvi</b>
Date of Birth	17.07.1974
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	B. Com
Expertise in specific functional area	Finance & Management
Chairman /Director of other Companies (excluding private & foreign companies)	NIL
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

<b>Name of Director</b>	<b>Ms. MaltiVidur Bhatt</b>
Date of Birth	17.07.1974
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	H.S.C.
Expertise in specific functional area	Administration
Chairman /Director of other Companies (excluding private & foreign companies)	Acute Consultancy Limited
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

<b>Name of Director</b>	<b>Mr. Pratik Sudhir Bhatt</b>
Date of Birth	01.09.1969
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	B.Com, LLB
Expertise in specific functional area	Share Trading & Broking
Chairman /Director of other Companies (excluding private & foreign companies)	NIL
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil

## DIRECTORS'S REPORT

To,  
The Members of  
DJS STOCK AND SHARES LIMITED

Your Directors have pleasure in presenting the 21<sup>st</sup> Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2015.

### FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

<b>Particulars</b>	<b>Standalone</b>	
	<b>2014-15</b>	<b>2013-14</b>
Total Income	<b>96.96</b>	<b>83.16</b>
Total Expenses	<b>69.80</b>	<b>61.71</b>
Net Profit Before Tax	<b>27.16</b>	<b>21.45</b>
Provision for Tax	<b>5.20</b>	<b>4.41</b>
Provision for Deferred Tax	<b>(0.75)</b>	<b>3.76</b>
Net Profit After Tax	<b>22.71</b>	<b>13.29</b>

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

As the members are aware that the company is into the business of trading into stocks and shares and stock broking, the market conditions were favorable this year, this resulted in an increase in revenue by around Rs. 14.00 Lac resulting into an overall increase in profits by around Rs. 8.00 Lac. The management of the Company hopes to further improve the performance in coming future.

### CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the business of the Company during the year and the company continued to carry on its business of trading into securities and stock broking.

### DIVIDEND

With the view to conserve the resources of company the directors are not recommending any dividend.

### CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2014-15, there has been no change in the share capital of the Company.

### INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Company does not have any Subsidiary, Joint venture or Associate Company.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

## **MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

## **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. (**Annexure: 1**)

## **MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2014-15, the Company held 10 (Ten) meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

<b>SNo.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1	15.05.2014	7	7
2	30.05.2014	7	7
3	15.06.2014	7	7
4	25.07.2014	7	7
5	14.08.2014	7	7
6	17.10.2014	6	6
7	14.14.2014	6	6
8	01.12.2014	6	6
9	14.02.2015	6	6
10	31.03.2015	4	4

# Meeting on 31.03.2015 was the meeting of Independent Directors only

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) 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.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

### **AUDITORS AND REPORT THEREON**

The Auditors, M/s P. Mahendran, Chartered Accountants, (Registration No 29194), retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of one year, from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information. (**Annexure: 2**)

### **LOANS, GUARANTEES AND INVESTMENTS**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable

### **RELATED PARTY TRANSACTIONS**

The Company has not entered into any related party transaction during the year under review and hence no disclosure is required under this heading.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

#### **(A) Conservation of energy and Technology absorption**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

#### **(B) Foreign exchange earnings and Outgo**

There were no foreign exchange earnings and outgo during the year under review.

### **RISK MANAGEMENT**

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, access and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.



## **DIRECTORS and KMP**

During the current financial year the following changes have occurred in the constitution of directors of the company:

<b>S. No</b>	<b>Name</b>	<b>Designation</b>	<b>Date of appointment</b>	<b>Date of cessation</b>	<b>Mode of Cessation</b>
1	Mr. Omprakash Bohra	Director	13.12.2010	17.10.2014	Resignation

## **DEPOSITS**

The company has not accepted any deposits during the year.

## **CORPORATE SOCIAL RESPONSIBILITY**

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

## **RATIO OF REMUNERATION TO EACH DIRECTOR**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

No remuneration has been paid to the Directors or the Key Managerial Personnel during the year under review.

However the Median Remuneration of Employees excluding Managing Director and Whole-time Director is Rs. 2.00 Lac during the year.

The Company had 13 permanent employees during the year under review and the median remuneration of the employees increased to by 37% as compared to that of last year, however the total salary increased by 42.6% as compared to an increase by 16.59% in the performance of the Company, for last year.

## **PARTICULARS OF EMPLOYEES**

Your Directors confirmed that no employee fall under the particulars of Section 192 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

## **ANNUAL EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

### **CORPORATE GOVERNANCE**

Report on Corporate Governance along with the Certificate of the Auditors, **M/s. P. Mahendran**, confirming compliance of conditions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges forms part of the Board Report.

According to Schedule V Part II Section II point IV states that:

- a) The remuneration package of the directors are as follows: **None of the Directors of the Company are / were paid any remuneration during the financial year under review.**
- b) The fixed component and performance linked incentives along with performance criteria are as follows:
- c) Any service contracts, notice period, servant fees, if any
- d) Stock option details, if any

### **INDEPENDENT DIRECTORS and DECLARATION**

Mr. Manoj Kumar More, Mr. Avinash Kumar, Mr. Sunil Sharma & Mr. Kalpesh R. Madhavi are proposed to be appointed as the independent director of the company as per Section 149(10) of the Companies Act, 2013 in the upcoming Annual General Meeting for a term of 5 consecutive years on the Board of the Company.

The Board of Directors of the Company hereby confirms that all the appointees, proposed to be appointed as Independent Directors have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

### **REMUNERATION POLICY**

#### **Remuneration to Executive Directors:**

The remuneration to be paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

However, no remuneration has been paid to any of the Directors including managing Director in the current financial year.

#### **Remuneration to Non-Executive Directors:**

No remuneration is being paid to the Non-Executive Directors.

### **SECRETARIAL AUDIT REPORT**

Further the Secretarial Audit Report as provided by **M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretary** for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information. (**Annexure: 3**)

## **COST AUDIT**

The provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder are not applicable to the Company and hence no records have been maintained under these provisions.

## **SHARES**

### **a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

### **b. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

### **c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

### **d. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

## **ORDER OF COURT**

No orders have been passed against the Company by any of the regulators / courts / tribunals impacting the going concern status of the Company's operation in future.

## **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has maintained adequate financial controls, with reference to the Financial Statements.

## **SHARES IN SUSPENSE ACCOUNT (LISTED COMPANY)**

The Company has not kept any shares in the Suspense Account and that whole of the Paid-up capital of the Company has been allotted to the rightful owner and hence no disclosure required under this heading.

## **SHARES IN UNCLAIMED SUSPENSE ACCOUNT (LISTED COMPANY)**

The Company has not kept any shares in the Suspense Account and that whole of the Paid-up capital of the Company has been allotted to the rightful owner and hence no disclosure required under this heading.

## **MATERIAL VARIATIONS(LISTED COMPANY)**

There are no material variations between the projections and the actual utilization / profitability of the Company during the year under review.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT (LISTED COMPANY)**

### **Industry Structure and Development:**

DJS Stocks and Shares Limited is mainly a stock broking company which carries on stock broking operations through an extensive network and suitable manpower and trades in shares, both quoted and unquoted. The industry structure, relevant to the Company's operations, is mainly concerned with the capital market.

**Economy Overview:**

With the favourable political movement and change of Government and hope of revival of the economy, FIIs poured in Capital in the Indian Economy, leading to an unforeseen excitement in the economy with the hope of revival the economy registered a growth of 7.6%. Further following a sharp decline in the Fuel prices, the average Wholesale Price Index declined to 3.4%. The Food price inflation also moderated to 4.8% during April – December 2014 as against 9.4% in the year 2013-14. Average retail inflation, measured by Consumer Price Index moderated to 6.3%.

**Industry Overview:**

The Capital market industry has revived and have given an overwhelming positive response to the changed political conditions and the new Government. Further to this recovery has helped in improving economic fundamental and sustained policy support. Risk appetite has returned, Equity market has improved and capital market is reviving.

**Review of operations:**

During the year the total income of the Company is Rs. 96.92 Lacs as compared to Rs. 82.03 Lacs in the previous year. As a result the Company has incurred a net profit after tax of Rs. 22.70 Lacs as compared to Rs. 12.28 Lacs in the previous year. The management has been able to improve upon the operating revenue of the Company and working upon various aspects of client operations and policies formulation in order to further increase the Company's cliental operations.

**Outlook:**

A significant portion of the company's income arises from stock broking operations, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon economic growth momentum and a combination of several factors like low inflation, growing domestic saving, surging portfolio investments into India, etc. The unusual development in the global economy indicates heightened uncertainties and new challenges for the emerging market economies like India. However, several policy measures introduced by the Government to reduce the growing rate of inflation, consistently increasing saving and investment rate and achieve expected moderate GDP growth rate compared to other competing emerging markets and healthy corporate earnings which has the potential to attract strong foreign capital flows in the Indian capital market. The management is of the view that the company will be able to reasonably perform in the context of the given economic environment by continuing its efforts to reach client segments with its service capability.

**Opportunities and threats:**

With the significant initiatives taking place to reform the financial sector and improve the GDP growth rate of the Country, it is expected that there would be growth in the business opportunities for our Company.

**Risk & Concerns:**

The Company's performance is closely linked to the Indian Capital Market and consequently to the risks associated with market operations. The performance of the Company may be affected by factors affecting Capital market such as price and volume volatility, interest rates, currency exchange rates, foreign investment, Government policy changes, political and economic developments and economic performance abroad.

**Internal Control System:**

The company has adequate system of internal control to ensure accuracy of accounting record, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the management. The Audit committee of the board reviews the scope of internal audit on a regular basis.

**Cautionary Note:**

The report describing the Company's activities, projections about future estimates, assumptions with regard to global economic conditions, government policies, etc. may contain "forward looking

statements" based on the information available with the Company. Forward looking statements are based on certain assumptions and expectations of the future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since Company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward -looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

### **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**For & on behalf of the Board of Directors**

**Date: 02-09-2015**  
**Place: Mumbai**

Sd/--  
Pratik Bhatt  
DIN : 00655368  
Director

Sd/--  
Devendra Kumar Sharma  
DIN : 02799986  
Director

**ANNEXURE – I****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN:	:	L67120TZ1994PLC005030
ii.	Registration Date	:	27.04.1994
iii.	Name of the Company	:	DJS STOCK AND SHARES LIMITED
iv.	Category / Sub-Category of the Company	:	Company limited by Shares
v.	Address of the Registered office and contact details	:	Visweawaram, 132 West Venkatswamy Road, Ground Floor, R.S. Puram, Coimbatore. Ph.: +91 22 28172324; +91 8652665514 e-mail: <a href="mailto:djss2011@gmail.com">djss2011@gmail.com</a>
vi.	Whether listed company	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer	:	Purva Sharegistry (India) Private Limited No. 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. BorichaMarg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 011 Ph.: - 022 – 2301 6761
viii.	Agent, if any	:	No

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Broking services of shares and stocks		100
2.			
3.			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name And Address Of The Company	CIN/ GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil
2.	Nil	Nil	Nil	Nil	Nil
3.	Nil	Nil	Nil	Nil	Nil



<b>1. Institutions</b>			---			---			---
a) Mutual Funds	---	---		---	---		---	---	
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital									
(i) Others (specify)									
<b>Sub-total(B)(1):-</b>	---	---	---	---	---	---	---	---	---
<b>2. Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
i. Indian	7613768	97500	7711268	10.22	9877720	97500	9975220	13.22	3.00
ii. Overseas									
<b>b) Individuals</b>	8184483	4572000	1275683	16.91	8550757	4338000	12888757	17.08	0.17
Individual shareholders holding nominal share capital upto Rs. 1 lakh		NIL				NIL			
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11909591		11909591	15.78	9442604		9442604	12.51	(3.27)
<b>c) Others</b>									
i. NRI	64565	NIL	64565	0.09	64325	NIL	64325	0.09	NIL
ii. HUF	882093	NIL	882093	1.17	900113	NIL	900113	1.19	0.02
iii. Clearing Member	1500	NIL	1500	0.00	54481	NIL	54481	0.07	0.07
<b>Sub-total(B)(2):-</b>	28656000	4669500	33325500	44.17	28890000	4435500	33325500	44.17	NIL
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>28656000</b>	<b>4669500</b>	<b>3325500</b>	<b>44.17</b>	<b>28890000</b>	<b>4435500</b>	<b>33325500</b>	<b>44.17</b>	<b>NIL</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Grand Total (A+B+C)</b>	<b>70786500</b>	<b>4669500</b>	<b>75456000</b>	<b>100</b>	<b>71020500</b>	<b>4435500</b>	<b>75456000</b>	<b>100</b>	<b>NIL</b>



ii. Shareholding of Promoters

SIN o.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	<b>B K Dyeing &amp; Printing Mills. Pvt. Ltd</b>	15813930	20.96	100	15813930	20.96	0	0
2.	<b>Sriman Stock Management Pvt. Ltd.</b>	15789945	20.93	0	15789945	20.93	0	0
3.	<b>Malar Shareshoppe Ltd.</b>	10526625	13.95	0	10526625	13.95	0	0
	<b>Total</b>	<b>42130500</b>	<b>55.83</b>	<b>37.54</b>	<b>42130500</b>	<b>55.83</b>	<b>0</b>	<b>0</b>

iii. Change in Promoters' Shareholding ( please specify, if there is no change): **NO CHANGE**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>42130500</b>	<b>55.83</b>	<b>42130500</b>	<b>55.83</b>
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease				
	(e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	<b>42130500</b>	<b>55.83</b>	<b>42130500</b>	<b>55.83</b>

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No	For Each of the Top10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	%oftotalsh aresofthe company	No.of shares	%oftotalsh aresofthe company
1.	Mihir Consultancy And Trading Pvt Ltd	2181735	2.89 %	Nil	Nil
2.	Vinit Chimanlal Shah	1858230	2.46 %	Nil	Nil
3.	Mohanlal Sehajpal	1165500	1.54 %	300000	0.39 %
4.	Victory Sales Pvt Ltd	929450	1.23 %	1165500	1.54 %
5.	Nnm Securities Pvt Ltd	862998	1.14 %	6961757	9.22 %
6.	Madhusudan Mathurbhai Jani	765074	1.01 %	Nil	Nil
7.	Madanlal Bagrecha	653475	0.86 %	765074	1.01 %
8.	Lunkad Textiles Pvt Ltd	653283	0.86 %	653475	0.86 %
9.	Babubhai D Patel	546807	0.72 %	653283	0.86 %
10.	Cpr Capital Services Ltd	546075	0.72 %	546807	0.72 %

**v. Shareholding of Directors and Key Managerial Personnel: NIL**

Sl. No	For Each of the Top10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	%oftotalsh aresofthe company	No.of shares	%oftotalsh aresofthe company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Datewise Increase/ Decreasein Shareholding duringthe year specifying the reasonsfor increase/ decrease(e.g. allotment/ transfer/ bonus/sweat equityetc):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

## V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL except Bank Guarantee of Rs. 600.00 Lac which is contingent liability.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total( i +ii + iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	Nil	Nil	Nil
• Reduction				
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total( i +ii + iii)</b>	Nil	Nil	Nil	Nil

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL**

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	---	---	----	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - Others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil

	Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil
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**B. Remuneration to other directors: NIL**

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
	3. Independent Directors					
	<ul style="list-style-type: none"> <li>• Fee for attending board committee meeting</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	Nil	Nil	Nil	Nil	Nil
	Total(1)	Nil	Nil	Nil	Nil	Nil
	4. Other Non-Executive Directors					
	<ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	Nil	Nil	Nil	Nil	Nil
	Total(2)	Nil	Nil	Nil	Nil	Nil
	Total(B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

**C. Remuneration to key managerial personnel other than MD/Manager/WTD: NIL**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission				
	<ul style="list-style-type: none"> <li>• as % of profit</li> <li>• Others, specify...</li> </ul>	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment /Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of

**DJS Stock and Shares Limited,**

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **DJS Stock and Shares Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, and its Profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on basis of such checks of books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. The provisions relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

**Place: Mumbai**  
**Date:30-05-2015**

**Sd/--**  
**P. Mahendran**  
**Chartered Accountants**  
**Membership No. :029194**



**DJS STOCK AND SHARES LIMITED**  
**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in Paragraph (1) of our Report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (ii) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Consequently, the provisions of clauses ii (a) and ii(b) of the order are not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the provisions of clauses iii (a) and iii (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 and 74 of the Act and the rules framed there under to the extent notified.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2015 for a period of more than six months

from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (c) The Company was not required to transfer any amount to Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and rules made thereunder.
- (viii) The Company does not have any accumulated losses at the end of the financial year and it has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) In our opinion, and according to the information and explanation given to us, the company has not raised any term loans during the year.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**Place: Mumbai**  
**Date: 30-05-2015**

**Sd/--**  
**P. Mahendran**  
**Chartered Accountants**  
**Membership No. : 029194**

## Annexure B

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**DJS Stock And Shares Limited**  
Visweawaram, Ground Floor,  
132, West Venkataswamy Road,  
RS Puram, Coimbatore - 641 001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DJS Stock And Shares Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28<sup>th</sup> October, 2014 **(Not applicable to the Company during the Audit Period)**;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;
- (vi) We have relied on the information and representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under the other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not applicable to the Company during the Audit Period)**.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

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

1. Non-appointment of Company Secretary under section 203 of The Companies Act, 2013.
2. Pursuant to the provisions of Clause 49 of the Listing Agreement and second proviso to Section 149(1) of the Companies Act, 2013, the Company was required to appoint woman director on the Board of the Company upto 31st March, 2015, however the appointment is yet to be made.
3. During the audit period, no forms were filed with the ROC.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.

**For Ramesh Chandra Bagdi & Associates  
Company Secretaries**

Sd/--  
R. C. Bagdi  
Proprietor  
C. P. No. - 2871

Place: Indore  
Dated: 30<sup>th</sup> May, 2015

**Encl: Annexure "1" forming an integral part of this Report.**

## **Annexure 1**

To,  
The Members,  
**DJS Stock And Shares Limited**

**Our Report of even date is to be read alongwith this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation with respect to compliance of laws, rules and regulations and of significant events during the year.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis to the extent applicable to the Company.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ramesh Chandra Bagdi & Associates  
Company Secretaries**

Sd/--  
**R. C. Bagdi**  
Proprietor  
C. P. No. - 2871

**Place: Indore**  
**Dated: 30<sup>th</sup> May, 2015**

## ANNEXURE - 1

### REPORT ON CORPORATE GOVERNANCE

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company remains committed to the concept of good corporate governance practices in all its activities to ensure the ultimate goal of making the Company a value driven organization. The Company desires to achieve transparency, full disclosure and independent monitoring of the state of affairs and shall be fair to all its stakeholders. Its philosophy on the code of Corporate Governance is:

- a) To utilise all resources optimally for the maximization of Stakeholders value and the company is providing quality services to its client which is matching with the international standards.
- b) To have a well knit family of employees, and imbibe the corporate values in the employees and encourage them in their conduct.
- c) To ensure that the decision making process is fair and transparent.
- d) To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.

Given below are the Company's corporate governance policies and practices for 2013-14. As will be seen, the Company's Corporate Governance practices and disclosures have gone well in complying with the statutory and regulatory requirements in accordance with the provisions of clause 49 of the Listing Agreement

#### 2. BOARD OF DIRECTORS

##### **(i) Composition of Board, Directorships and Committees position held in other Companies as at 31<sup>st</sup> March, 2015**

##### **a) Composition**

Company's policy is to maintain optimum combination of executive and non executive Directors. The Board of Directors of the company is comprised of seven directors.

Directors	Executive/Non-Executive/ Independent	No. of outside Directorship Held	Outside Committees #	
			As Chairman	As Member
Mr. Pratik Sudhir Bhatt	Managing Director cum Chairman	1	None	None
Mr. Omprakash Bohra <sup>1</sup>	Professional Executive Director	2	None	None
Mr. Manoj Kumar More	Non-Executive Independent Director	8	None	None
Mr. Devendra Kumar Sharma	Non-Executive Independent Director	1	None	None
Mr. Avinash Kumar	Non-Executive Independent Director	Nil	None	None
Mr. Sunil Sharma	Non-Executive Independent Director	Nil	None	None
Mr. Kalpesh Madhvi	Non-Executive Independent Director	Nil	None	None

<sup>1</sup>Resigned w.e.f. 17.10.2014

# Only three Committees viz. Audit Committee, shareholders' Grievance Committee and Remuneration committee are considered for this purpose

#### **b) Board Procedure**

The Agenda is prepared in consultations with the Chairman of the Board of Directors and the Chairman of the other Committees. The Agenda for the meeting of the Board and its committees, together with the appropriate supporting documents, are circulated well in advance of the meetings.

Matter discussed at Board Meeting generally related to company's investments and its performance, evaluation and advisability or otherwise their continuity, quarterly results of the company, review of reports of the audit committee and compliance with their recommendations, suggestions, new investments proposals, non compliance of any regulatory, statutory or listing requirements.



c) **Attendances of Directors at meetings**

(Attendance of Directors in meetings held during the financial year 2014-15)

Sr. No	Nature & date of meetings	Name of Directors						
		Mr. Pratik Bhatt	Mr. Omprakash Bohra	Mr. Manoj More	Mr. Devendra Sharma	Mr. Avinash Kumar	Mr. Sunil Sharma	Mr. Kalpesh Madhvi
1	Board on 15.05.2014	Present	Present	Present	Present	Present	Present	Present
2	Board on 30.05.2014	Present	Present	Present	Present	Present	Present	Present
3	Board on 15.06.2014	Present	Present	Present	Present	Present	Present	Present
4	Board on 25.07.2014	Present	Present	Present	Present	Present	Present	Present
5	Board on 14.08.2014	Present	Present	Present	Present	Present	Present	Present
6	AGM on 30.09.2014	Present	Present	Present	Present	Present	Present	Present
7	Board on 17.10.2014	Present	---	Present	Present	Present	Present	Present
8	Board on 14.14.2014	Present	---	Present	Present	Present	Present	Present
9	Board on 01.12.2014	Present	---	Present	Present	Present	Present	Present
10	Board on 14.02.2015	Present	---	Present	Present	Present	Present	Present
11	Board on 31.03.2015 (meeting of independent Directors)	---	---	Present	---	Present	Present	Present

None of the Directors are nominee of any Institutions

### 3. AUDIT COMMITTEE

According to Section 177 of the Companies Act, 2013 the company's Audit Committee comprised of 4 (**Four**) directors. The board has accepted the recommendations of the Audit Committee. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
<b>Mr. Kalpesh Madhvi</b>	Chairman	Non Executive Independent Director
<b>Mr. Pratik Bhatt</b>	Member	Executive Non Independent Director
<b>Mr. Sunil Sharma</b>	Member	Non Executive Independent Director
<b>Avinash Kumar</b>	Member	Non Executive Independent Director

#### (i) Composition Name of Members and Chairman

The Audit Committee is comprised of one executive and three non-executive independent directors. During the financial year ended 31.03.2015, four Committee Meetings were held on 30<sup>th</sup> May, 2014, 14<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 & 14<sup>th</sup> February, 2015. The composition of the Audit Committee is as follows:-

Sr. No	Members	Meetings Attended
1	Mr. Pratik Bhatt	4
2	Mr. Avinash Kumar	4
3	Mr. Kalpesh Madhvi	4
4	Mr. Sunil Sharma	4

#### (ii) Terms of Reference

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 177 of the Companies Act, 2013. In Brief the powers and responsibilities are:

- Recommending the appointment/removal of Statutory Auditors, fixations of Auditors remunerations and also approval of payments for any other services
- Reviewing with management the financial statements before submission of the same to the Board
- Overseeing of Company's financial reporting process and disclosure of its financial information's to ensure that the financial statement is correct, sufficient and credible.

- Reviewing the adequacy of internal control systems & audit function in the company.
  - Reviewing the company financial risk management policies.
  - Discussing with Statutory Auditors, any significant finding in their reports and follow up thereon and reviewing the reports furnished by them
- (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/rules and/or as and when felt necessary)
- (a) The Statutory Auditors viz. M/s P. Mahendran.
- (iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30<sup>th</sup> September, 2014 and provided clarifications to the members of the Company on the matters relating to Accounts and finance.
- (v) An Audit Committee meeting was held on 30<sup>th</sup> May, 2014 where the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2014 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly/Half Yearly Un-Audited Financial Results on the following dates before recommending the same to the Board.

<b>Financial Reporting</b>	<b>Date of Approval by Audit Committee</b>
Quarter/Year ended 31 <sup>st</sup> March, 2014	30-05-2014
Quarter ended 30 <sup>th</sup> June, 2014	14-08-2014
Quarter/Half Year ended 30 <sup>th</sup> Sept. 2014	14-11-2014
Quarter ended 31 <sup>st</sup> December, 2014	14-02-2015

#### **NOMINATION AND REMUNERATION COMMITTEE**

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

<b>Name of the Director</b>	<b>Position held in the Committee</b>	<b>Category of the Director</b>
Mr. Manoj Kumar More	Chairman	Non Executive Independent Director
Mr. Devendra Kumar Sharma	Member	Non Executive Independent Director
Mr. Kalpesh Madhavi	Member	Non Executive Independent Director

## **Terms of Reference**

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
6. Make reports to the Board as appropriate.
7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

## **4. SHAREHOLDERS COMMITTEE**

- (i) The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other Shareholder related issues headed by Mr. Avinash Kumar, Non-Executive

Independent Director of the Company. The Committee met twice during the year.

- (ii) The Company also has a 'Shareholders/Investors Grievance Committee' headed by Mr. Avinash Kumar, a Non-Executive Independent Director to specifically look into redressing of Shareholders' and Investors' complaints.

Mr. Pratik Sudhir Bhatt has been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the Listing Agreement with the Stock Exchange, Mumbai.

- (iii) Number of Shareholders' complaints received during the year : Nil

Number not solved to the satisfaction of the Shareholders : Nil

Number of pending share Transfers : Nil

#### 5. (i) DETAILS OF GENERAL MEETING

Financial Year	Date of the meeting	Venue	Time
2011-2012	29-09-2012	Rajasthani Sangh, Seminar Hall, D. B. Road, R. S. Puram, Coimbatore, Tamil Nadu - 641 002.	9.30 a.m.
2012-2013	30-09-2013	Shri Krishna Hall, VKL Nagar Road, NR. Priyamangal Towers, Mettupalayam Road, Thudiyalore, Coimbatore, Tamil Nadu - 641 034.	9.30 a.m.
2013-2014	30-09-2014	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002	9:30 a.m.

- (ii) No Postal Ballot was put through during the last year as well as year 2014-15 and as of now there is no proposal pending for passing any resolution through Postal Ballot in the ensuing Annual General Meeting.

#### 6. DISCLOSURES

Disclosure on materially significant related party transactions.	:	There were no materially significant related party transactions i.e. transactions of material nature with its promoters, directors or the management or relatives etc. during the year that may have potential conflict with the interests of the Company at large.
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Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	:	None
Reconciliation of Share Capital Audit	:	Reconciliation of Share Capital Audit was carried out by a practicing firm of Company Secretaries. The audit confirms that the total issued/paid capital of the Company is in agreement with the total number of shares in physical form.

#### 7. MEANS OF COMMUNICATION.

Half yearly report sent to each household of Shareholder	:	No
Financial Results	:	The financial results were declared during the year for each quarter.
Whether Management Discussion and Analysis Report is a part of Annual Report or not	:	Yes

#### 8. GENERAL SHAREHOLDERS INFORMATION

(i)	<b>Next AGM:</b>		
	Date	Time	Venue
	30-09-2015	9.30 a.m.	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002
(ii)	Next Dates of Book Closure	:	28 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015 (both days inclusive)
(iii)	Dividend Payment Date	:	Not Applicable
(iv)	Listing on Stock Exchanges	:	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai - 400 001.
(v)	Stock Code	:	511636
(vi)	ISIN No. for the Company's Equity Share in Demat Form	:	INE234E01019
(vii)	Depository Connectivity	:	None.
(viii)	Stock Market Data		

Monthly highs and lows of the shares of DJS Stocks And Shares Limited during the year 2014-15:

Month	Bombay Stock Exchange Limited	
	High (Rs.)	Low (Rs.)
April, 2014	0.61	0.58
May, 2014	0.70	0.62
June, 2014	1.34	0.65
July, 2014	1.38	1.19
August, 2014	1.14	0.87
September, 2014	0.83	0.61
October, 2014	0.73	0.67
November, 2014	0.79	0.73
December, 2014	0.94	0.55
January, 2015	0.57	0.36
February, 2015	0.51	0.38
March, 2015	0.56	0.50

- (ix) **Registrar & Transfer Agents:**  
The Company has Purva Shareregistry (India) Private Limited as its share transfer agent. All physical transfers, transmissions, transposition, issue of duplicate share certificates, issue of demand drafts in lieu of dividend warrants etc as well as requests for dematerialised / rematerialization are being processed at Purva Shareregistry (India) Private Limited. The Work related to dematerialization / rematerialization is handled by Purva Shareregistry (India) Private Limited, through its connectivity with National Securities Depository Limited and Central Services (India) Limited.
- (x) **Share Transfer System:**  
Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. Grievances received from investors and other miscellaneous correspondence on change of address mandates, etc. are processed by the Registrars within 15 days.
- (xi) **Registrar and Transfer Agent :** No. 9, Shiv Shakti Industrial Estate, Ground Floor  
J.R. Boricha Marg, Opp. Kasturba Hospital,  
Lower Parel, Mumbai - 400 011  
Contact Person : Mr. Rajesh Shah  
Contact Number : 022-23018261/6761

(xii) **DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2015**

(a) According to Category holdings

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of shareholding
Promoters	3	0.12	42130500	55.83
Public Holdings:				
Body Corporates	59	2.39	9975220	13.22
Individuals	2349	95.14	22331361	29.59
Others	58	2.35	1018919	1.35
Total	2469	100	75456000	100

(b) According to Number of Equity Shares

No. of Equity Shares held	No. of shareholders	% of total shareholders	No. of shares	% of shareholding
Upto 5000	1860	75.33	3426976	4.54
5001 to 10000	233	9.44	1682012	2.23
10001 to 20000	147	5.95	2082852	2.76
20001 to 30000	65	2.63	1563800	2.07
30001 to 40000	46	1.86	1658202	2.20
40001 to 50000	29	1.17	1298913	1.72
50001 to 100000	39	1.58	2785307	3.69
Above - 100001	50	2.03	60957938	80.79
Total	2469	100.00	75456000	100.00

(xiii)	<p><b>Dematerialization of Shareholding and liquidity :</b> During 2014-15, 2,34,000 Shares were dematerialized. Distribution of shares as on 31<sup>st</sup> March, 2015 is as follows :</p> <table border="1"><thead><tr><th rowspan="2"></th><th colspan="2">As on 31.03.2015</th><th colspan="2">As on 31.03.2014</th></tr><tr><th>No. of Shares</th><th>% of total Shareholding</th><th>No. of Shares</th><th>% of total Shareholding</th></tr></thead><tbody><tr><td>Physical</td><td>4435500</td><td>5.88</td><td>4669500</td><td>6.19</td></tr><tr><td>Demat:</td><td></td><td></td><td></td><td></td></tr><tr><td>    NSDL</td><td>6645983</td><td>8.81</td><td>11179038</td><td>14.82</td></tr><tr><td>    CDSL</td><td>64374517</td><td>85.31</td><td>59607462</td><td>79.00</td></tr><tr><td>Sub Total</td><td>71020500</td><td>94.12</td><td>70786500</td><td>93.81</td></tr><tr><td>Total</td><td>75456000</td><td>100.00</td><td>75456000</td><td>100.00</td></tr></tbody></table>		As on 31.03.2015		As on 31.03.2014		No. of Shares	% of total Shareholding	No. of Shares	% of total Shareholding	Physical	4435500	5.88	4669500	6.19	Demat:					NSDL	6645983	8.81	11179038	14.82	CDSL	64374517	85.31	59607462	79.00	Sub Total	71020500	94.12	70786500	93.81	Total	75456000	100.00	75456000	100.00
	As on 31.03.2015		As on 31.03.2014																																					
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Sub Total	71020500	94.12	70786500	93.81																																				
Total	75456000	100.00	75456000	100.00																																				
(xv)	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not Applicable																																						



#### **9. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:**

The Auditors Certificate on compliance of clause 49 of the listing Agreement relating to Corporate Governance is published as an annexure to the Directors Report.

#### **10. DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:**

The Board has formulated a code of conduct for the Board members of the Company. It is hereby affirmed that all the directors have complied with the code of conduct framed by the company and a confirmation to that effect has been obtained from the Directors of the Company.

#### **11. REVIEW OF GOVERNANCE PRACTICES:**

We have in this report attempted to present the governance practices and principles being followed at the Company, as evolved over the years, and as best suited to the needs of our business and stakeholders, Our discussion and governance practices are continually revisited, reviewed and revised to respond to dynamic needs of our business and ensure that our standards are at par with recognized practices of governance, so as to meet the expectations of our entire stakeholder.

#### **DECLARATION REGARDING COMPLIANCE BY BOARD MEMEBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the company has adopted a "Code of Conduct" for all the Board members and senior management of the company.

I confirm that Company has in respect of the financial year ended 31<sup>st</sup> March 2014, received from the Board Member & Senior Management personnel of the company a declaration of compliance with the "Code of Conduct" as applicable to them.

**FOR AND BEHALF OF THE BOARD**

**Sd/--**

**PRATIK BHATT  
(DIN 00655368)  
DIRECTOR**

**PLACE: Mumbai  
DATED: 02-09-2015**

## CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATE

I, Mr. Pratik Sudhir Bhatt, Chief Finance Officer and Director of the Company hereby certify that:

- a. I have reviewed the financial and cash flow statements for the year ended March 31, 2015 and to the best of my knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) 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. To the best of my knowledge and belief, no transactions entered into by the company during the year ended on March 31, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financing reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit committee and steps have been taken to rectify these deficiencies.
- d.
  - i) There has not been any significant change in internal control over financial reporting during the year ended under reference.
  - ii) There has not been any significant change in Accounting policies during the year; and
  - iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the management or an employee having a significant role in Companies internal control system over financial reporting shall be disclosed.

Sd/--

**Pratik Sudhir Bhatt**  
**Managing Director**

**Date: 02-09-2015**

**Place: Mumbai**

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of

**DJS Stock and Shares Limited,**

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **DJS Stock and Shares Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, and its Profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on basis of such checks of books and records of the company as we considered appropriate and according the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. The provisions relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

**Place: Mumbai**  
**Date: 30-05-2015**

**Sd/--**  
**P. Mahendran**  
**Chartered Accountants**  
**Membership No. : 029194**

**DJS STOCK AND SHARES LIMITED**  
**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in Paragraph (1) of our Report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (ii) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Consequently, the provisions of clauses ii (a) and ii (b) of the order are not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the provisions of clauses iii (a) and iii (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 and 74 of the Act and the rules framed there under to the extent notified.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2015 for a period of more than six months

from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (c) The Company was not required to transfer any amount to Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and rules made thereunder.
- (viii) The Company does not have any accumulated losses at the end of the financial year and it has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) In our opinion, and according to the information and explanation given to us, the company has not raised any term loans during the year.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**Place: Mumbai**  
**Date: 30-05-2015**

**Sd/--**  
**P. Mahendran**  
**Chartered Accountants**  
**Membership No. : 029194**

**DJS STOCK AND SHARES LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Note No.	Figure as at 31st March, 2015	Figure as at 31st March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	2.1	75,456,000	75,456,000
(b) Reserves and Surplus	2.2	<u>47,794,117</u>	<u>45,610,550</u>
		123,250,117	121,066,550
<b>(2) Current Liabilities</b>			
(a) Trade Payables	2.3	62,325,750	75,157,553
(b) Other Current Liabilities	2.4	619,517	526,813
(c) Short-Term Provisions	2.5	<u>3,396,559</u>	<u>2,876,559</u>
		66,341,826	78,560,925
<b>TOTAL</b>		<u><u>189,591,943</u></u>	<u><u>199,627,475</u></u>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets	2.6		
Tangible assets		591,208	1,036,762
Intangible assets		391,452	586,417
(b) Non Current Investments	2.7	10,471,547	10,471,547
(c) Deferred Tax Assets (Net)		<u>367,855</u>	<u>293,283</u>
		11,822,062	12,388,009
<b>(2) Current assets</b>			
(a) Inventories	2.8	80,530,630	90,002,853
(b) Trade Receivables	2.9	469,718	14,116,057
(c) Cash and cash equivalents	2.10	7,045,340	4,303,203
(d) Short-Term Loans and Advances	2.11	80,443,917	70,920,119
(e) Other Current Assets	2.12	<u>9,280,277</u>	<u>7,897,235</u>
		177,769,881	187,239,466
<b>TOTAL</b>		<u><u>189,591,943</u></u>	<u><u>199,627,475</u></u>

Notes referred above form an integral part of the financial statements

As per my report even date

For DJS Stock and Shares Limited

Sd/--  
**P. Mahendran**  
Chartered Accountants  
M. No. 029194

Sd/--  
**(Pratik Bhatt)**  
(DIN 00655368)  
(Director)

Sd/--  
**(Devendra Sharma)**  
(DIN 02799986)  
(Director)

Place : Mumbai  
Date : 30/05/2015



**DJS STOCK AND SHARES LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Note No.</b>	<b>Figure as at 31st March, 2015</b>	<b>Figure as at 31st March, 2014</b>
I.	Revenue from operations	2.13	9,692,433	8,203,426
II.	Other income	2.14	3,926	112,711
III.	<b>Total Revenue (I + II)</b>		<b>9,696,358</b>	<b>8,316,137</b>
IV.	Expenses:			
	Employee Benefits Expenses	2.15	3,343,231	2,437,143
	Fianance Cost	2.16	1,091,053	862,633
	Depreciation and amortization Expenses	2.17	563,498	353,183
	Other Administrative Expenses	2.18	1,982,560	2,517,879
	<b>Total Expenses</b>		<b>6,980,342</b>	<b>6,170,838</b>
V.	<b>Profit before tax exceptional and extraordinary items and tax (III - IV)</b>		<b>2,716,016</b>	<b>2,145,299</b>
VI.	<b>Exceptional and Extraordinary items</b>		-	-
VII.	<b>Profit After tax exceptional and extraordinary items and Before tax (V - VI)</b>		<b>2,716,016</b>	<b>2,145,299</b>
VIII.	Tax expense:			
	Current Tax		520,000.00	441,000
	Deferred Tax		(74,572.00)	375,667
			445,428	816,667
VII.	<b>Profit (Loss) for the period after Tax (V-VI)</b>		<b>2,270,588</b>	<b>1,328,632</b>
VIII.	Earnings per equity share:		0.03	0.02
<b>Notes referred above form an integral part of the financial statements</b>				
<b>As per my report even date</b>			<b>For DJS Stock and Shares Limited</b>	
Sd/--			Sd/--	Sd/--
<b>P. Mahendran</b>			<b>(Pratik Bhatt)</b>	<b>(Devendra Sharma)</b>
<b>Chartered Accountants</b>			<b>(DIN 00655368)</b>	<b>(DIN 02799986)</b>
<b>M. No. 029194</b>			<b>(Director)</b>	<b>(Director)</b>
<b>Place : Mumbai</b>				
<b>Date : 30/05/2015</b>				

**DJS STOCK AND SHARES LIMITED**

**CASH FLOW STATEMENT FOR THE FINANCIAL YEAR 2014-2015**

<b>PARTICULARS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>Cash From operations</b>		
Net profit as per profit and loss A/c	2,270,588	1,328,632
Add: Provision for Tax	520,000	441,000
Add: Depreciation Written Off	563,498	353,183
<b>Cash generated / (used) from operations before Working Capital changes</b>	<b>3,354,086</b>	<b>2,122,815</b>
(Increase)\Decrease in Trade and other receivables	2,664,926	3,537,890
(Increase) in inventories\Decrease in Inventories	9,472,223	(86,935,884)
Increase in Trade payables and other current liabilities	(12,739,099)	19,274,774
<b>Net Cash generated from/ (used in) Operating Activities</b>	<b>2,752,137</b>	<b>(62,000,406)</b>
<b>Cash from investing activities</b>		
Sale of Investment	(0)	65,671,530
Purchase of Assets	(10,000)	(12,000)
<b>Net Cash generated from / (used in) Investing Activities</b>	<b>(10,000)</b>	<b>65,659,530</b>
<b>Cash from Financing Activities</b>	-	-
Increase/(Decrease) in Cash & Cash Equivalents	<b>2,742,136</b>	<b>3,659,124</b>
Add: Opening balances of cash and cash equivalents	4,303,203	644,079
Closing Balance of cash and cash equivalents	<b>7,045,340</b>	<b>4,303,203</b>
<b>Notes referred above form an integral part of the financial statements</b>		
<b>As per my report even date</b>		
	<b>For DJS Stock and Shares Limited</b>	
Sd/--	Sd/--	Sd/--
<b>P. Mahendran</b>	<b>(Pratik Bhatt)</b>	<b>(Devendra Sharma)</b>
<b>Chartered Accountants</b>	<b>(DIN 00655368)</b>	<b>(DIN 02799986)</b>
<b>M. No. 029194</b>	<b>(Director)</b>	<b>(Director)</b>
<b>Place : Mumbai</b>		
<b>Date : 30/05/2015</b>		

**DJS STOCK AND SHARES LIMITED**  
**NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015**

Particular	Figure as at 31st March, 2015		Figure as at 31st March, 2014	
	Nos.	Rs.	Nos.	Rs.
<b>Note 2.1 : SHARE CAPITAL</b>				
(a) <b>Authorised Share Capital</b>				
Equity Shares of Rs.1 each :	100,000,000	100,000,000	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>	<u>100,000,000</u>	<u>100,000,000</u>
(b) <b>Issued and Subscribed</b>				
Equity shares of Rs.1 each fully paid up	75,456,000	75,456,000	75,456,000	75,456,000
	<u>75,456,000</u>	<u>75,456,000</u>	<u>75,456,000</u>	<u>75,456,000</u>
(c) The Company has only one class of shares referred to as equity shares having par value of Rs. 1/-. Each holder of equity shares entitled to one vote per share.				
(d) During the year ended 31st March, 2015 the Board has not proposed any dividend. (Previous year : Nil)				
(e) <b>Reconciliation of number of shares</b>	<b>No. of Shares</b>		<b>No. of Shares</b>	
Shares at the beginning of the year	75,456,000		75,456,000	
Add : Bonus Shares issued during the year	-		-	
Outstanding shares at the year end	<u>75,456,000</u>		<u>75,456,000</u>	
(f) <b>Shares held by each shareholder holding more than 5% of the shares</b>				
	Nos.	%	Nos.	%
BK Dyeing Printing Mills Private Limited	15,813,930	20.96	15,813,930	20.96
Shriman Stock Management Pvt. Ltd.	15,789,945	20.93	15,789,945	20.93
Malar Share Shoppe Limited	10,526,625	13.95	10,526,625	13.95
Victory Sales Pvt Ltd	6,961,757	9.23	6,961,757	9.23
	<u>49,092,257</u>		<u>49,092,257</u>	
<b>Note 2.2 : RESERVES &amp; SURPLUS</b>				
(a) <b>Surplus - Profit &amp; Loss account</b>				
Opening balance		45,610,550		44,281,918
Add : Net Profit/(Net Loss) for the current period		2270588		1328632
		<u>47881138</u>		<u>45610550</u>
Less : Amortization of Fixed assets		87,021		-
Total		<u>47,794,117</u>		<u>45,610,550</u>
<b>Note 2.3 : TRADE PAYABLES</b>				
For Client Margin Account		46,053,609		68,904,947
For Services and Expenses		16,272,141		6,252,607
		<u>62,325,750</u>		<u>75,157,553</u>
<b>Note 2.4 : OTHER CURRENT LIABILITES</b>				
(a) Other payables		617,706		473,938
(b) Current Account -Temporary Overdrawn		1,811		52,875
		<u>619,517</u>		<u>526,813</u>
<b>Note 2.5 : SHORT TERM PROVISIONS</b>				
Provision for Income Tax		3,396,559		2,876,559
		<u>3,396,559</u>		<u>2,876,559</u>

## DJS STOCK AND SHARES LIMITED

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015

### Note 2.6 : FIXED ASSETS

Particular	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
	As at 1st April, 2014	Additions	Deductions	As at 31st March,2015	Up to 31st March,2014	For the year	Retained Earnings	Deduction	Up to 31st March,2015	As at 31st March,2015	As at 31st March,2014
<b>Tangible Fixed Assets</b>											
Furniture & Fixtures	1,511,884	-	-	1,511,884	857,151	363,393		-	1,220,544	291,340	654,733
Office Equipments	524,380	-	-	524,380	411,140	-	87,021	-	498,161	26,219	113,240
Water Cooler	-	10,000	-	10,000	-	1,244	-	-	1,244	8,756	-
Computers	9,813,423	-	-	9,813,423	9,544,634	3,896		-	9,548,530	264,893	268,789
Total (A)	11,849,687	10,000	-	11,859,687	10,812,925	368,533	87,021	-	11,268,479	591,208	1,036,762
<b>Intangible Fixed Assets</b>											
Computer Software	1,382,262	-	-	1,382,262	795,845	194,965	-	-	990,810	391,452	586,417
Total (B)	1,382,262	-	-	1,382,262	795,845	194,965	-	-	990,810	391,452	586,417
<b>TOTAL (A) + (B)</b>	<b>13,231,949</b>	<b>10,000</b>	<b>-</b>	<b>13,241,949</b>	<b>11,608,770</b>	<b>563,498</b>	<b>87,021</b>	<b>-</b>	<b>12,259,289</b>	<b>982,660</b>	<b>1,623,179</b>
<b>Previous Year</b>	<b>13,219,949</b>	<b>12,000</b>	<b>-</b>	<b>13,231,949</b>	<b>11,255,587</b>	<b>353,183</b>	<b>-</b>	<b>-</b>	<b>11,608,770</b>	<b>1,623,179</b>	<b>1,964,362</b>

**DJS STOCK AND SHARES LIMITED**  
**NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2015**

	Particular	Figure as at 31st March, 2015	Figure as at 31st March, 2014
	<b>Note 2.7 : NON-CURRENT INVESTMENTS</b>		
	Investment in Equity Shares (At Cost)		
	- Quoted Shares	10,471,547	10,471,547
		<u>10,471,547</u>	<u>10,471,547</u>
	<b>Note 2.8 : INVENTORIES</b>		
	Shares	80,530,630	90,002,853
	(At Lower of cost or Market Value)	<u>80,530,630</u>	<u>90,002,853</u>
	<b>Note 2.9 : TRADE RECEIVABLES</b> (Secured or Unsecured, Considered Good or Doubtful)		
	(a) Debts outstanding for over six months from the date they are due for payment		-
	(b) Other Debts :	469,719	14,116,058
		<u>469,719</u>	<u>14,116,058</u>
	<b>Note 2.10 : CASH AND CASH EQUIVALENTS</b>		
	(a) Cash and Cash Equivalent		
	(i) Balances with Banks	6,985,844	4,265,633
	(ii) Cash on hand	59,496	37,570
		<u>7,045,340</u>	<u>4,303,203</u>
	<b>Note 2.11 : SHORT TERM LOANS AND ADVANCES</b> (Secured or Unsecured, Considered Good or Doubtful)		
	(a) Security Deposit	80,443,917	70,920,119
		<u>80,443,917</u>	<u>70,920,119</u>
	<b>Note 2.12 : OTHER CURRENT ASSETS</b>		
	(a) Others	4,865,521	4,039,001
	(a) Receivable with Government Authorities	4,414,757	3,858,234
		<u>9,280,277</u>	<u>7,897,235</u>

**DJS STOCK AND SHARES LIMITED****NOTES TO STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

	Particular	Figure as at 31st March, 2015	Figure as at 31st March, 2014
<b>Note 2.13 : REVENUE FROM OPERATIONS</b>			
	Operational Income	11,393,936	8,362,224
	<u>Profit on Trading</u>		
	Sales	137,300,508	9,861,560
	Less : <u>Cost of Sales</u>		
	Opening Stock	90,002,853	3,066,969
	Add : Purchase of Shares	129,529,789	96,986,518
	Less : Closing Stock	80,530,630	90,002,853
		<u>139,002,012</u>	<u>10,050,635</u>
	Income from Capital Gain	(1,701,504)	(189,074)
			<u>30,277</u>
		<u>9,692,433</u>	<u>8,203,426</u>
<b>Note 2.14 : OTHER INCOME</b>			
	Other Income	3,926	112,711
		<u>3,926</u>	<u>112,711</u>
<b>Note 2.15 : EMPLOYEE BENEFIT EXPENSES</b>			
	Salaries	3,276,000	2,297,284
	Staff Welfare Expenses	67,231	139,859
		<u>3,343,231</u>	<u>2,437,143</u>
<b>Note 2.16 : FINANCE COST</b>			
	Banks and Clearing Charges	1,062,362	780,021
	Interest Expenses	28,691	82,613
		<u>1,091,053</u>	<u>862,633</u>
<b>Note 2.17 : DEPRECIATION AND AMORTISATION EXPENSES</b>			
	Depreciation	563,498	353,183
		<u>563,498</u>	<u>353,183</u>
<b>Note 2.18 : OTHER ADMINISTRATIVE EXPENSES</b>			
	Conveyance & Travelling Expenses	9,988	20,709
	Demat Charges	45,667	21,571
	Electricity Expenses	112,030	161,183
	Office Expenses	51,009	93,768
	Payment to Auditors	40,000	40,000
	Printing & Stationary Expenses	30,159	42,013
	Professional Fees	288,600	370,040
	Rent, Rate & Taxes	44,650	45,400
	Repairs & Maintenance	439,229	483,439
	SEBI Turnover Tax	7,152	26,176
	Stock Exchange Expenses	797,917	1,102,719
	Telephone and Postage Expenses	116,159	110,861
		<u>1,982,560</u>	<u>2,517,879</u>

# **DJS STOCK AND SHARES LIMITED**

## **NOTES TO ACCOUNTS**

### **1. Basic of Accounting**

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspects of the Accounting Standard (AS) notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year, except for the change in accounting policy explained in paragraph II below.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle, and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

### **2. Revenue and Transaction Recognition**

Revenue and Transactions with Stock Exchanges were recognized only for completed settlements

### **3. Fixed Assets**

Fixed Assets are stated at cost inclusive of incidental expenses such as freight, octroi etc, incurred by the company. The installation and commissioning expenses are also capitalized.

### **4. Inventory**

Sr. No	Name of Securities	No. of Share	Amount
1	Shree Nath Commercial & Finance Limited	14,680	44,040
2	Maa Jagdambey Tradelinks Limited	324,162	25,715,353
3	Sunrise Asian Limited	111,103	54,611,009
4	Nexus Commodities & Technologies Limited	8,300	24,900
5	K. K. Fincorp Limited	11,444	134,925
6	Ken Financial Services Limited	100	403
	<b>TOTAL</b>	<b>469,789</b>	<b>80,530,630</b>

The securities available on hand as on 31-03-2015 were valued at cost or market prices whichever is lower.

### **5. Related Party Disclosure:**

Name of Related parties and description of relationship

Key Management Personnel : Mr. Pratik Bhatt, Managing Director  
: Mr. Manoj Kumar More, Non-Executive Independent Director  
: Mr. Devendra Sharma, Non-Executive Independent Director  
: Mr. Avinash Kumar, Non-Executive Independent Director  
: Mr. Sunil Sharma, Non-Executive Independent Director  
: Mr. Kalpesh Madhvi, Non-Executive Independent Director  
: Mrs. Malti Bhatt, Non-Executive Independent Director

#### **Managerial Remuneration:**

	<b>31.03.2015</b>	<b>31.03.2014</b>
	<b>Rs.Lakhs</b>	<b>Rs.Lakhs</b>
Salary	0.00	0.30

### **6. Depreciation**

Effective April 1, 2014, the Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act, 1956.

## 7. Investment

Investments represents the following shares at acquisition cost

### Quoted Equity Share Investment as on 31-03-2015

Sr. No	Name of Securities	No. of Share	Amt. Cost
1	Sampada Chemicals Limited	14,675	1,947,606
2	Confidence Finance and Trading Limited	197,547	6,244,868
3	Esaar (India) Limited	22,500	523,434
4	Tilak Finance Limited	19,000	1,755,639
	<b>TOTAL</b>	<b>253,722</b>	<b>10,471,547</b>

## 8. Earning Per Share

Sr. No	particulars	31.03.2015	31.03.2014
1	Net Profit after Tax	2,270,588	1,328,632
2	Weighted No. of Equity Shares outstanding during the year of Rs. 100 each	75,456,000	75,456,000
3	Basic and diluted Earning per Equity Share	0.03	0.02

## 9. Contingent Liabilities

**31.03.2015**      **31.03.2014**

Bank Guarantee      6,00,00,000      6,00,00,000

## 10. No employee is eligible for Gratuity.

## 11. Auditor's Remuneration:

**31.03.2015**      **31.03.2014**

Audit Fee      25,000      25,000  
Tax Audit Fee      15,000      15,000

## 12. Disclosure pursuant to AS-28 on Impairment of Assets

During the year, a review has been done for carrying value of the assets for finding out the impairment, if any. The review has not revealed any impairment of assets in terms of AS -28.

## 13. Deferred Tax

Deferred Tax is recognised on timing difference between accounting income and taxable income for the period and reversal of timing differences of earlier periods and quantified using the tax rates as at the balance sheet date.

Opening Deferred Tax Assets      293283  
Less: Deferred Tax Liabilities on account of difference in depreciation as per books and as per income tax and on account reversal of brought forward losses and unabsorbed depreciation.      -74572  
Closing Deferred Tax Assets      367855

## 14. Previous year figures

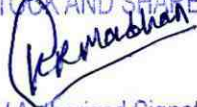
Previous year figurers have been regrouped or rearranged wherever found necessary.



FORM A

Name of the Company:	DJS Stocks & Shares Limited
Annual financial statements for the year ended	March 31, 2015
Type of Audit observation	Un-qualified
Frequency of observation	Not Applicable

For DJS STOCKS & SHARES LIMITED  
FOR DJS STOCK AND SHARES LTD

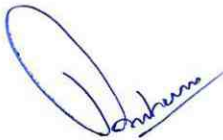


Director / Authorised Signatory  
Kalpesh R Madhavi (DIN: 03323931)  
Chairmen of Audit Committee

For DJS STOCKS & SHARES LIMITED  
FOR DJS STOCK AND SHARES LTD



Director / Authorised Signatory  
Pratik S Bhatt (DIN: 00655368)  
Chairman



P. Mahendran  
Chartered Accountant  
Membership No.: 029194

