



DJS STOCK AND SHARES LIMITED

25th ANNUAL REPORT

2018-2019

DJS STOCK AND SHARES LIMITED
CIN : L67120TZ1994PLC005030

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	1. Mr. Manoj Kumar More 2. Mr. Harish Sitaram Sharma 3. Mr. Anish Kumar Ram Kishori Sawarnya 4. Mr. Bharat Ramanlal Pandya 5. Mr. Govind Sidda Chavan 6. Ms. Shweta Bharadwaja
CHIEF FINANCIAL OFFICER	:	Mr. Anish Kumar Ram Kishori Sawarnya
REGISTERED OFFICE	:	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641 001
CORPORATE OFFICE	:	Office No. 1/2, Casablanca A Wing, Old Ravi Raj Complex, Jesal Park, Bhayander (East), Thane - 401105
BANKERS	:	Axis Bank Limited Mumbai
AUDITORS	:	Satya Prakash Natani & Co. Chartered Accountants
SECRETARIAL AUDITORS	:	CS Nitesh Chaudhary Practicing Company Secretary
SHARE TRANSFER AGENTS	:	Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai - 400 011.
SHARES LISTED AT	:	BSE Limited

NOTICE

Notice is hereby given that the **25th Annual General Meeting** of the members of **DJS Stock And Shares Limited** will be held on Saturday, 28th September, 2019 at 10:30 a.m. at the Registered Office of the Company at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641 001 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Manoj Kumar More (holding DIN 00040190) who retires by rotation and being eligible offers him-self for re-appointment.

SPECIAL BUSINESS:

3. Reappointment of Mr. Harish Sitaram Sharma (holding DIN 07332874) as a Whole-time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded for the reappointment of Mr. Harish Sitaram Sharma (holding DIN 07332874) as a Whole-time Director of the Company for a period of 3 years whose period of office is liable to determination by rotation on a monthly remuneration payable at a graded scale of Rs. 36000 - 3000 - 42000 w.e.f. 14th March, 2019.

RESOLVED FURTHER THAT Mr. Anish Kumar Sawarnya (holding DIN 08154578) and/or Mr. Harish Sharma (holding DIN 07332874), Directors of the Company, be and are hereby authorised to digitally sign and file the necessary e-forms in this regard with the Registrar of Companies and to do all such actions, matters, writings and things which may be required to implement the above resolution.”

Registered Office:

Shop No. 2, First Floor,
Building No. 45-47,
Pavalam Street, Big Bazaar,
Coimbatore – 641 001.

Dated: 3rd September, 2019

For and on behalf of the Board

Harish Sitaram Sharma
DIN: 07332874
CHAIRMAN

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.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.
4. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the notice.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from September 23, 2019 to September 28, 2019 (both days inclusive).
6. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting.
7. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
8. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
9. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Ltd.
11. The Securities and Exchange Board of India ("SEBI") has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form
12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to M/s. Purva Sharegistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
13. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with

the depository participant (in case of shares held in dematerialized form) or with Company/M/s. Purva Sharegistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

14. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.
15. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
16. Members may please note that the Notice of the 25th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.djsstocks.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: www.djsstocks.com.
17. Voting through electronic means
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (remote e-voting).
 - (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
 - (c) The facility for voting through ballot papers shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot papers.
 - (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (e) The voting period begins on <September 25, 2019 (9.00 a.m.)> and ends on <September 27, 2019 (5.00 p.m.)>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 21, 2019>, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 21, 2019.
 - (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. September 21, 2019 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
 - (h) CS Heena Agrawal, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (i) Any person who acquire shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. September 21, 2019 may obtain User ID and password by sending request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
- (j) The instructions of e-voting are as under:

Step 1: Log-in to NSDL e-voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a. pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co. in mentioning your demat account number/folio number, your PAN No., your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Casting your Vote electronically:

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**Item No. 3:**

Mr. Harish Sharma was reappointed as Whole-time Director of the Company by the Board of Directors w.e.f 14th March, 2019 for a period of three years whose period of office is liable to determination by rotation.

As per the provisions of Section 196, 197 and 203 read with schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, every such appointment of the Whole-time Director shall be approved by the members in general meeting.

The Nomination and Remuneration Committee of the Board of Directors of the Company has already approved the Appointment of Mr. Harish Sharma.

The Board recommends the resolution at Item No. 3 to be passed by the members as an Ordinary Resolution.

Except Mr. Harish Sharma, being the appointee Director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Registered Office:

Shop No. 2, First Floor,
Building No. 45-47,
Pavalam Street, Big Bazaar,
Coimbatore – 641 001.

Dated: 3rd September, 2019**For and on behalf of the Board**

Harish Sitaram Sharma
DIN: 07332874
CHAIRMAN

ANNEXURE

Pursuant to Regulation 26(4) and 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Information about the directors proposed to be re-appointed is furnished below:

Name of Director	Mr. Manoj Kumar More
Date of Birth	01-05-1971
No. of Equity Shares held	Nil
Qualification	Chartered Accountant
Relationship with other Directors	None
Nature of Expertise	Having vast experience in Accounts, Finance, Taxation, Shares and Commodity Exchange.
Name of Companies in which he / she holds Directorship	<ol style="list-style-type: none"> 1. Ken Financial Services Limited 2. Harivardhan Steel and Alloys Private Limited 3. Sumangal Commodities Private Limited 4. Acquitor Financial Services Private Limited 5. Sumangal Shares & Securities Pvt. Ltd. 6. Khattu Land and Property Traders Pvt. Ltd.
Names of Committees of the Companies of which he / she holds membership	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee

Name of Director	Mr. Harish Sitaram Sharma
Date of Birth	06-06-1969
No. of Equity Shares held	Nil
Qualification	B. Com
Relationship with other Directors	None
Nature of Expertise	Having more than 20 years' experience in Shares Trading Analysis
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	Nil

DIRECTORS' REPORT

To,
The Members,
DJS Stock and Shares Limited

Your Directors have pleasure in presenting their **Twenty Fifth Annual Report** on business and operations of the Company together with the Audited Statement of Accounts of the Company for the year ended on 31st March, 2019.

1 FINANCIAL HIGHLIGHTS

(Amount in ₹)

Sr. No.	Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
A	Total Revenue	1,34,19,715	80,44,829
B	Total Expenses	1,19,81,023	70,68,815
C	Profit/(Loss) Before Tax	14,38,692	9,76,014
D	Tax expense		
	- Current Tax	2,77,000	2,46,000
	- Deferred Tax	(29,647)	(38,125)
E	Profit/(Loss) after Tax	11,91,339	7,68,139

2. Financial Performance:

During the year under review, the Company has earned Total Revenue of Rs. 1,34,19,715/- in comparison to Rs. 80,44,829/- during the previous year. The Company has earned net profit after tax of Rs. 11,91,339/- in comparison of Rs. 7,68,139/- during the previous year. Your directors are hopeful of better performance in the forthcoming year. There was no change in the nature of the business of the Company during the year.

3. Dividend & Reserves:

Your Directors abstain from declaring any dividend for the year and no amount of profit earned during the year was transferred to General Reserve.

4. Management Discussion & Analysis:

Management Discussion & Analysis report is being given under Corporate Governance Report. There are no material changes between the end of the financial year and the date of the report which may affect the financial position of the Company.

5. Listing With Stock Exchanges:

At Present, the Equity shares of the Company are listed at BSE Ltd. The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015 due to non-compliance. The process of revocation of suspension in trading of securities of the company is being carried out by the Company.

6. Dematerialization of Shares:

94.34% of the Company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2019 and balance 5.66% is in physical form. The Company's Registrar and Transfer Agent is Purva Sharegistry (India) Private Limited. having their registered office at No.9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

7. Internal Financial Controls:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

8. Finance & Accounts:

The Company is having adequate resources at its disposal to meet its business requirements and for efficient conduct of business. The Company has not raised any funds by issue of any securities during the year.

Your company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and profit for the year ended 31st March, 2019.

9. Subsidiaries, Joint Ventures and Associates Companies

The Company does not have any Subsidiary/Joint Ventures/Associate Companies.

10. Deposits

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

11. Statutory Auditors:

Comments and notes by auditors in the opinion of the management are self-explanatory and do not require any further comments.

12. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Nitesh Chaudhary, Practising Company Secretary, Mumbai have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is annexed as "**Annexure A**" to this report.

13. Internal Auditors:

In terms of Section 138 of the Act and Rules made there under, M/s. V. P. Agarwal & Co., Chartered Accountants has been appointed as Internal Auditors of the Company.

14. Extract of the Annual Return:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "**Annexure B**".

15. Particulars Regarding Conservation of Energy, Technology Absorption:

Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 requires disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company is not having manufacturing facilities of its own; therefore information required under this clause is not applicable to Company.

16. Foreign Exchange Earnings / Outgo:

The Company has neither incurred any expenditure nor earned any income in foreign exchange.

17. Corporate Social Responsibility (CSR):

The Company does not fall under the prescribed class of companies' u/s 135(2) of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014. Hence CSR is not applicable to the Company.

18. Human Resources:

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

19. Meetings of the Board:

The Board of Directors duly met 8 times during the financial year, the details of the same are being given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

20. Disqualification of Directors:

During the year under review, the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as director and debarred from holding the office of a Director.

21. Directors and Key Managerial Personnel:**i. Resignation of Directors:**

Mr. Pratik Bhatt (holding DIN 00655368), Mr. Avinash Kumar (holding DIN 03172128) and Mr. Sunil Sharma (holding DIN 03172218) resigned from the directorship of the Company w.e.f. 28th June, 2018.

ii. Appointment of Additional Directors:

Mr. Govind Sidda Chavan (holding DIN 01608768), Mr. Hitesh Shah (holding DIN 06770329) and Mr. Anish Kumar Sawarnya (holding DIN 08154578) were appointed as Additional Directors of the Company w.e.f. 28th June, 2018

iii. Appointment of Company Secretary:

Ms. Pooja Chavan (having Membership No. A48019) was appointed as the Company Secretary of the Company w.e.f. 14th August, 2018. Ms. Pooja Chavan was also appointed as the Compliance Officer of the Company w.e.f. 15th March, 2019

iv. Appointment of Directors:

The members of the Company at their meeting held on 29th September, 2018 appointed Ms. Shweta Bharadwaja (holding DIN 08114392), Mr. Govind Sidda Chavan (holding DIN 01608768), Mr. Hitesh Shah (holding DIN 06770329) and Mr. Anish Kumar Sawarnya (holding DIN 08154578) as Directors of the Company.

v. Reappointment of Whole-time Director:

Mr. Harish Sharma (holding DIN 07332874) was reappointed as Whole-time Director of the Company with effect from 14th March, 2019 for a period of three years whose period of office is liable to determination by rotation.

vi. Resignation of Directors:

Mr. Hitesh Shah (holding DIN 06770329) and Mr. Vinesh Pandya (holding DIN 07337061) resigned from the directorship of the Company w.e.f. 15th March, 2019.

vii. Resignation of Company Secretary:

Ms. Pooja Chavan (having Membership No. A48019) resigned from the post of Company Secretary cum Compliance Officer of the Company w.e.f. 15th March, 2019.

viii. Appointment of Company Secretary:

Ms. Iti Sharma (having Membership No. A49853) was appointed as the Company Secretary of the Company w.e.f. 15th March, 2019. Ms. Iti Sharma was also appointed as the Compliance Officer of the Company w.e.f. 15th March, 2019.

ix. Appointment of Chief Financial Officer:

Mr. Anish Kumar Sawarnya (holding PAN BGGPS0219C) was appointed as the Chief Financial Officer of the Company w.e.f. 15th March, 2019.

x. Appointment of Directors retiring by rotation:

Mr. Manoj Kumar More (holding DIN 00040190), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Brief profile of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part of the Notice convening the Annual General Meeting.

xi. Declaration by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. Vigil Mechanism:

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy.

23. Nomination and Remuneration Policy:

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy is in compliance with the provisions of Section 178(3) of the Companies Act, 2013. The Remuneration Policy is stated in the Report on Corporate Governance.

24. Particulars of Loans, Guarantees or Investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

25. Related Party Transactions:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC 2 is not required. Details of transactions with related parties are given in the Notes to the Financial Statements.

26. Risk Management:

The Company has adequate internal controls in place at various functional levels and does not foresee any major risk such as financial, credit, legal, regulatory and other risk keeping in view the nature and size of its business.

27. Safety:

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28. Significant and Material Orders Passed by the Regulators or Courts:

There are no significant and material orders passed by Regulators/Courts that would impact the going concern status of the Company and its future operations.

29. Material changes and commitments:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relates on the date of this report.

30. Board Evaluation:-

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

The Board of Directors of the Company and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

31. Corporate Governance:

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that our company affairs are managed in fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. A report on a Corporate Governance is appended as annexure to this report.

32. Audit Committee:

The Company has reconstituted the Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 at a meeting of the Board held on 28th June, 2018. The Audit Committee comprised of three Directors. The composition of the Audit Committee is as follows:-

Name	Designation	Category
Mr. Govind Sidda Chavan	Chairman	Non-Executive Independent Director
Ms. Shweta Bharadwaja	Member	Non-Executive Independent Director
Mr. Harish Sitaram Sharma	Member	Executive Director

All the recommendations made by the Audit Committee were accepted by the Board.

33. Nomination and Remuneration Committee:

The Company has reconstituted the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 at a meeting of the Board held on 28th June, 2018. The Nomination and Remuneration Committee comprised of three Directors. The composition of the Nomination and Remuneration Committee is as follows:-

Name	Designation	Category
Mr. Manoj Kumar More	Chairman	Non-Executive Professional Director
Mr. Govind Sidda Chavan	Member	Non-Executive Independent Director
Ms. Shweta Bharadwaja	Member	Non-Executive Independent Director

All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

34. Ratio of Remuneration:

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Name	Designation	Remuneration FY 2018-19	% increase from previous year	Ratio/Times per Median of Employee Remuneration
Mr. Harish Sitaram Sharma	Whole-time Director	4,20,000	Nil	1.75
Ms. Pooja Chavan*	Company Secretary	1,40,000	N.A.	1.00
Ms. Iiti Sharma**	Company Secretary	10,000	N.A.	0.50

* upto 15th March, 2019

** from 15th March, 2019

35. Share Capital:**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 plan during the year under review.

36. Directors Responsibility Statement:

According to the provisions of section 134(3)(c) of the Companies Act, 2013, the directors confirm that:

- a) in the preparation of annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the accounting policies as selected are consistently applied and made judgements and estimates that are reasonable and prudent manner so as to ensure true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date;
- c) adequate accounting records are maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) financial statements have been drawn up on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

37. Acknowledgment:

Your directors take the opportunity to record their deep sense of gratitude for the valuable support and cooperation extended to the Company by its shareholders and bankers.

Registered Office:

Shop No. 2, First Floor,
Building No. 45-47,
Pavalam Street, Big Bazaar,
Coimbatore – 641 001.

Dated: 30 May, 2019

For and on behalf of the Board

Harish Sitaram Sharma
DIN: 07332874
CHAIRMAN

MR-3**SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. DJS Stock and Shares Limited,
Shop No. 2, First Floor, Building No
45-47, Pavalam Street, Big Bazaar,
Coimbatore-641001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. DJS Stock and Shares Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is 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 31st March, 2019, has 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; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2019 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
- (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, 2015;
 - (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 - **(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; **(Not applicable to the Company during the Audit period)**;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the Audit period)**;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;
- (vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;**
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

1. As per the information provided by the company's management the company has received two shareholders complaints during the year.
2. The Company has appointed the Chief Financial Auditor to Mr. Anish Kumar Ram Kishori Sawarnya w.e.f 15th March, 2019 only, During the audit period there was no CFO in the company before appointment of Mr. Anish Kumar Ram Kishori Sawarnya.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made 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.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee 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.
- (iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- (iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

- (v) 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.
- (vi) During the Audit Period i.e. F.Y. 2018-19 the company has paid penalty to the BSE Ltd. (Stock Exchange) w.r.t SEBI SOP Fine on application of Revocation of suspension with BSE Ltd.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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.

Lastly we report that the status of the company's scrip is suspended by BSE Ltd. (Stock Exchange where the securities of the companies are listed).

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

For Nitesh Chaudhary
Practising Company Secretary

Nitesh Chaudhary
Membership No F10010
COP No. 16275

Place: Mumbai
Dated: 30th May, 2019

Annexure to the Secretarial Audit Report

To,
The Members,
M/s DJS Stock and Shares Limited,
Shop No. 2, First Floor, Building No
45-47, Pavalam Street, Big Bazaar,
Coimbatore 641001

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

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Nitesh Chaudhary**
Practising Company Secretary

Nitesh Chaudhary
Membership No F10010
COP No. 16275

Place: Mumbai
Dated: 30th May, 2019

Annexure B

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & 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 / Indian Non-Government Company
v	Address of the Registered office & contact details	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore - 641001.
vi	Whether listed company	Yes (Listed in BSE)
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Private Limited No. 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha, Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 01

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	67120	100.00%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SR. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%of shares held	Applicable Section
NIL					

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

i) Category-Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	42130500	0	42130500	55.83	42130500	0	42130500	55.83	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (1) :-	42130500	0	42130500	55.83	42130500	0	42130500	55.83	0.00
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0.00
b) Other Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any other...	0	0	0	0	0	0	0	0	0.00
SUB TOTAL (A) (2) :-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	42130500	0	42130500	55.83	42130500	0	42130500	55.83	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
C) Cenntal Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s).	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Flls	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1) :-	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies corporates									
i) Indian	9727188	97500	9824688	13.02	9702280	97500	9799780	12.99	-0.033
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	12496359	4245350	16741709	22.19	12586542	4171850	16758392	22.21	0.022
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	5699734	0	5699734	7.55	5706209	0	5706209	7.56	0.009
c) Others									
i) NRI	64925	0	64925	0.09	67925	0	67925	0.09	0.004
ii) HUF	955794	0	955794	1.27	972294	0	972294	1.29	0.022
iii) Clearing Members	38650	0	38650	0.05	20900	0	20900	0.03	-0.024
SUB TOTAL (B)(2) :-	28982650	4342850	33325500	44.17	29056150	4269350	33325500	44.17	0.000
Total Public Shareholding (B)= (B)(1)+(B)(2)	28982650	4342850	33325500	44.17	29056150	4269350	33325500	44.17	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	71113150	4342850	75456000	100.000	71186650	4269350	75456000	100.000	0.00

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In share holding during 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	
1	B K Dyeing & Print Mills Pvt. Ltd.	15813930	20.96	0	15813930	20.96	0	0.00
2	Sriman Stocks Mgmt Pvt. Ltd.	15789945	20.93	0	15789945	20.93	0	0.00
3	Malar Shreshoppe Ltd.	10526625	13.95	0	10526625	13.95	0	0.00
	Total	42130500	55.83	0.00	42130500	55.83	0.00	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No changes in Promoters shareholding during the year			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc):	No changes in Promoters shareholding during the year			
3	At the end of the year	No changes in Promoters shareholding during the year			

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Share holding at the beginning of the Year		Shareholding at the end of the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Victory Sales Pvt Ltd	6961757	9.23	6961757	9.23
2	Mohanlal Sehajpal	1165500	1.54	1165500	1.54
3	Madhusudan Mathurbhai Jani	765074	1.01	765074	1.01
4	Madanal Harakchand Bagrecha	653475	0.87	653475	0.87
5	Lunkad Textiles Pvt Ltd	653283	0.87	653283	0.87
6	Manoj M Ruparael	546860	0.72	546860	0.72
7	Babubhai D Patel	546807	0.72	546807	0.72
8	Bhupendra Murji Shah	530250	0.70	530250	0.70
9	CPR Capital Services Ltd	415620	0.55	415620	0.55
10	Dolex Commercial Pvt Ltd	411915	0.55	411915	0.55

(v) Shareholding of Directors & Key Managerial Personnel

Sl. No.	For Each of the Directors & KMP	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	None of the Directors or KMP hold shares in Company			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons or increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	None of the Directors or KMP hold shares in Company			
3	At the end of the year	None of the Directors or KMP hold shares in Company			

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
I Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager		
		Harish Sharma		
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	3,90,000	-	3,90,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	-as % of profit	-	-	-
	-others, Specify....	-	-	-
5	Others Sitting Fees	-	-	-
	Total (A)	3,90,000	-	3,90,000
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Cieling as per the Act.	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary	CFO		
1	Gross Salary	Pooja Chavan*	Iiti Sharma**		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1,40,000	10,000	-	1,50,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	-as % of profit	-	-	-	-
	-others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	1,40,000	10,000	-	1,50,000

* upto 15-03-2019

** from 15-03-2019

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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. The Company has adopted the requirement of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on the code of Corporate Governance is:

- i. 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.
- ii. To have a well knit family of employees, and imbibe the corporate values in the employees and encourage them in their conduct.
- iii. To ensure that the decision making process is fair and transparent.
- iv. To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors as on 31st March 2019.

Name of Directors	Category
Mr. Harish Sitaram Sharma	Whole-time Director
Mr. Manoj Kumar More	Non-Executive Professional Director
Mr. Bharat Ramanlal Pandya	Non-Executive Professional Director
Mr. Govind Sidda Chavan*#	Non-Executive Independent Director
Mr. Anish Kumar Sawarnya#	Executive Professional Director
Ms. Shweta Bharadwaja*\$	Non-Executive Independent Director

* Also Independent

\$ From 26-04-2018

From 28-06-2018

Independent Director is defined as one who apart from receiving sitting fee as a Director, does not have any other material pecuniary relationship or transactions in his personal capacity with the Company, its promoters & management.

(ii) Meetings and Attendance of Directors during the financial year 2018-2019.

In the financial year 2018-19, the Board of Directors met 8 times. The meetings were held on 26-04-2018, 30-05-2018, 28-06-2018, 14-08-2018, 03-09-2018, 14-11-2018, 14-02-2019 and on 15-03-2019. Attendance of Directors in meetings held during the financial year 2018-2019.

Name of Directors	No. of Board Meeting attended in F.Y. 2018-19	Attendance at Last AGM (29-09-2018)
Mr. Harish Sitaram Sharma	8	Yes
Mr. Manoj Kumar More	8	Yes
Mr. Bharat Ramanlal Pandya	8	Yes
Mr. Govind Sidda Chavan	5	Yes
Mr. Anish Kumar Sawarnya	5	Yes
Ms. Shweta Bharadwaja	7	Yes

(iii) Directorships and Committees position held in other Companies as on 31st March 2019

Name of the Director	No. of outside Directorship held	No. of committee positions		Directorship in other listed entities
		As Chairman	As member	Name and Category
Mr. Manoj Kumar More	6	2	1	Ken Financial Services Ltd. - Director
Mr. Govind Sidda Chavan	Nil	None	None	None
Mr. Harish Sitaram Sharma	Nil	None	None	None
Mr. Bharat Ramanlal Pandya	2	None	None	None
Ms. Shweta Bharadwaja	Nil	None	None	None
Mr. Anish Kumar Sawarnya	Nil	None	None	None

Only three Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration committee are considered for this purpose.

(iv) Disclosure of relationships between Director inter-se:

Table given below shows the relationship between the Directors:

Name of the Directors	Category	Relationship between Directors Inter-se
Mr. Manoj Kumar More	Professional Non-Executive	None
Mr. Govind Sidda Chavan	Independent Non-Executive	None
Mr. Harish Sitaram Sharma	Whole-time Director	None
Mr. Bharat Ramanlal Pandya	Professional Non-Executive	None
Ms. Shweta Bharadwaja	Independent Non-Executive	None
Mr. Anish Kumar Sawarnya	Professional Executive	None

(v) Shareholding of Non- Executive Directors in the Company:

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2019:

Name of the Directors	Category	No. of Shares held
Mr. Manoj Kumar More	Professional Non-Executive	Nil
Mr. Govind Sidda Chavan	Independent Non-Executive	Nil
Mr. Bharat Ramanlal Pandya	Professional Non-Executive	Nil
Ms. Shweta Bharadwaja	Independent Non-Executive	Nil

(vi) Independent Directors:

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarize them with the latest developments. The questionnaires are prepared considering the business of the Company.

The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company which can be accessed at the website: www.djsstocks.com

The Board of Directors confirm that the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of management.

(vii) Skills, Expertise and Competencies of the Board

Skill / Expertise/ Competence	Whether available with the Board
Industry Knowledge and Experience	Yes
Leadership	Yes
Team Management	Yes
Information Technology	Yes
Accounting and Finance	Yes
Business Development	Yes
Compliance and Risk	Yes
Business Strategy	Yes
Personal Values	Yes

(viii) Reasons for resignation of independent director:

Hitesh Shah (holding DIN 06770329) resigned from the directorship of the Company owing to his ill health.

3. AUDIT COMMITTEE:**(i) Terms of Reference**

The Audit Committee has been mandated with the terms of reference as specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & enumerated in Section 177 of the Companies Act, 2013 and covers all the aspects stipulated by the SEBI Guidelines.

(ii) Composition of the Committee:

The Audit Committee is comprised of independent and executive directors. During the financial year ended 31.03.2019, four Audit Committee Meetings were held on 30-05-2018, 14-08-2018, 14-11-2018 and 14-02-2019. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the F.Y. 2018-19
Mr. Govind Sidda Chavan*	Chairman	Non-Executive Independent Director	3
Ms. Shweta Bharadwaja	Member	Non-Executive Independent Director	4
Mr. Harish Sitaram Sharma	Member	Executive Director	4

*From 28-06-2018

- (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 Satya Prakash Natani & Co.
- (iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 29th September, 2018 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 30th May, 2018 where the Annual Financial Statements for the year ended 31st March, 2018 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

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

Financial Reporting	Date of Approval by Audit Committee
Quarter ended 31st March, 2018	30th May, 2018
Quarter ended 30th June, 2018	14th August, 2018
Quarter/Half Year ended 30th Sept. 2018	14th November, 2018
Quarter ended 31st December, 2018	14th February, 2019

4. NOMINATION AND REMUNERATION COMMITTEE:

In accordance with the provisions of Section 178 of the Companies Act, 2013 and requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has proper constitution of Nomination and Remuneration Committee and the terms of reference before the Committee are as under:

(i) Terms of Reference

- (a) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

- (b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees.

The Remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The employees rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

(ii) Composition of the Committee:

The Nomination and Remuneration Committee is comprised of three directors. During the financial year ended 31.03.2019, Five Committee Meetings were held on 26-04-2018, 28-06-2018, 14-08-2018, 14-02-2019 and 15-03-2019. The composition of the Nomination and Remuneration Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the F.Y. 2018-19
Mr. Manoj Kumar More	Chairman	Non-Executive Professional Director	5
Mr. Govind Sidda Chavan*	Member	Non-Executive Independent Director	3
Ms. Shweta Bharadwaja#	Member	Non-Executive Independent Director	4

* From 28-06-2018

From 26-04-2018

(iii) Performance Evaluation Criteria for Independent Directors:

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Director. The Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- a) Attendance of Board and Committee Meetings;
- b) Quality of contribution to Board deliberations;
- c) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- d) Providing perspectives and feedback going beyond information provided by the management.

5. REMUNERATION OF DIRECTORS:

- (a) Pecuniary relationship or transactions of the non-executive directors:

The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2018-19.

- (b) Criteria of making payments to non-executive directors:

None of the Non - Executive Directors is being paid any remuneration.

- (c) Details of remuneration / sitting fees paid to Directors during the year ended 31st March, 2019 and shares held by them on that date are as follows:

Name	Remuneration	Shares held
Mr. Harish Sitaram Sharma	Rs. 3,90,000/-	NIL

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference before the Stakeholders Relationship Committee of the Board are as under:

- (i) The Company has a 'Stakeholders Relationship Committee' to review transfer and transmission of securities, issue of duplicate certificates, share dematerialization and rematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other Shareholder related issues.
- (ii) The Committee is chaired by Mr. Govind Sidda Chavan, The Committee met twice during the year 2018-19 on 14-08-2018 and 14-02-2019. The composition of the Committee and the attendance of each Director at their meetings are as follows

Name	Designation	Category	No. of meetings attended during the F.Y. 2018-19
Mr. Govind Sidda Chavan*	Chairman	Non-Executive Independent Director	2
Ms. Shweta Bharadwaja#	Member	Non-Executive Independent Director	2
Mr. Harish Sitaram Sharma	Member	Executive Director	2

* From 28-06-2018

From 26-04-2018

- (iii) Iti Sharma has been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange, Mumbai.
- (iv) 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

7. GENERAL BODY MEETINGS:

- (i) Details of the last three Annual General Meetings:

AGM	Date of the meetings	Location	Time
22nd	30-09-2016	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9.00 a.m.
23rd	30-09-2017	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9:00 a.m.
24th	29-09-2018	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore- 641001	9:00 a.m.

(ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
30-09-2016	No Special Resolution was passed
30-09-2017	No Special Resolution was passed
29-09-2018	<ol style="list-style-type: none"> 1. Shifting of registered office of the Company from State of Tamil Nadu to State of Maharashtra; 2. Amendment of title of Incidental Object Clause of Memorandum of Association; 3. Deletion of Other Object Clause of Memorandum of Association; 4. Amendment of Liability Clause of Memorandum of Association; 5. Adoption of New Set of Articles of Association of the Company.

(iii) Postal Ballot: During the year 2018-19, there was no special resolution passed through postal ballot process. None of the business is proposed to be transacted through Postal Ballot.

8. MEANS OF COMMUNICATION.

Quarterly Results	The quarterly results as approved and taken on record by the Board of Directors of the Company generally within one and half month of the close of the relevant quarters are sent forthwith to the Stock Exchange, Mumbai and published in the proforma as prescribed in the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Which newspaper normally published in	Trenity Mirror (English Newspaper) Makkal Kurna (Regional newspaper)
Any website where displayed	www.djsstocks.com
Whether it also displays official news release	No
Whether presentations made to institutional investors or to analyst	No request as such was received

9. GENERAL SHAREHOLDERS INFORMATION

(i)	NextAGM		
	Date	Time	Venue
	28-09-2019	10:30 a.m.	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641001.
(ii)	Financial Year		1st April to 31st March
(iii)	Dividend Payment Date		Not Applicable
(iv)	Listing on Stock Exchanges		The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai
(v)	Listing Fees		The Company has paid the listing fees to the BSE Limited for the financial year 2018-19.

(vi)	Stock Code: BSE ISIN	511636 INE234E01027
(vii)	Depository Connectivity	National Securities Depository Ltd. Central Depository Services (India) Ltd.
(viii)	Stock Market Data No data is available since no trade has taken place during the F.Y. 2018-19	
(ix)	Performance of the share price of the Company in comparison to the BSE Sensex:	The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015.
(x)	Registrar & Transfer Agents: The Company has appointed M/s. Purva Sharegistry (India) Private Limited as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions. M/s. Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.	
(xi)	Share Transfer System: With a view to expedite the process of share transfers, Board of Directors has delegated the power of share transfer to Stakeholders Relationship Committee of the Board. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited and Central Depository Services (India) Limited within 7 days.	

(xii) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2019:

(a) According to Category holdings

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
Promoters				
Bodies Corporate	3	0.12	42130500	55.83
Public				
Individual	2374	95.38	22464601	29.77
Corporate Bodies	40	1.61	9799780	12.99
NRI	6	0.24	67925	0.09
HUF	59	2.37	972294	1.29
Clearing Member	7	0.28	20900	0.03
Total	2489	100.00	75456000	100.00

(b) According to Number of Equity Shares

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
1-5000	1876	75.37	3451770	4.57
5001-10000	230	9.24	1685204	2.23
10001-20000	152	6.11	2154600	2.86
20001-30000	64	2.57	1548323	2.05
30001-40000	51	2.05	1850071	2.45
40001-50000	30	1.21	1346060	1.78
50001-100000	39	1.57	2784078	3.69
100001 & above	47	1.88	60635894	80.37
Total	2489	100.00	75456000	100.00

(xiii) Dematerialization of Shares and liquidity	94.34% of the Company's Equity shares are Dematerialized as on 31.03.2019
(xiv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not Applicable
(xv) Plant Locations	The Company is not engaged in manufacturing activities hence do not have any plant.
(xvi) Address for Correspondence	The shareholders may address their communications /suggestions/grievances/ queries to our share transfer agent: Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
(xvii) Credit Rating	Nil

10. DISCLOSURES

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large	There are no materially significant related party transactions i.e. transactions of the Company 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.
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.	Due to non-compliance regarding filing reports, the trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015.

Details of establishment of vigil mechanism / whistle blower policy	The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy.
Details of compliance with mandatory requirements and adoption of non-mandatory requirements	The Company has complied with all mandatory requirements of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (w.e.f. 1st December, 2015). The details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.
Material Subsidiary	The Company has no material Subsidiary
Web link for policy on dealing with related party transactions	www.djsstocks.com
Commodity Price risk or foreign exchange risk and hedging activities.	The Company did not engage in Commodity & hedging activities.
Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)	The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)
Certificate regarding non-disqualification of Directors	A certificate from Mr. Nitesh Choudhary, Practicing Company Secretary, Mumbai has been obtained stating that none of the directors on Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.
Fees paid to Statutory Auditors	Total fees of Rs. 40,000/- (Rupees Forty Thousand only) for the year 2018-19, for all the services was paid by the Company to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.

11. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- (a) number of complaints filed during the financial year : Nil
- (b) number of complaints disposed of during the financial year : Nil
- (c) number of complaints pending as on end of the financial year : Nil

12. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

During the year 2018-19, the Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

13. DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- a) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

14. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the year 2018-19, wherever applicable.

15. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March, 2019. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

DECLARATION – CODE OF CONDUCT

I, Harish Sitaram Sharma, Director of the Company, do hereby declare that all the Board members and Senior management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to requirements of para D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Place: Mumbai
Dated: 30th May, 2019

Harish Sitaram Sharma
DIN: 07332874
Director

AUDITORS COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**To the members of DJS Stock and Shares Limited**

We have reviewed the compliance of conditions of Corporate Governance by DJS Stock and Shares Limited for the year ended 31st March, 2019 as stipulated in para E of Schedule V the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange:

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance in all material respect as stipulated in the above mentioned Listing Agreement.

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

For Satya Prakash Natani

Chartered Accountant

Firm Registration No. 115438W

Satya Prakash Natani

Partner

Membership No. 048091

Place: Mumbai**Dated: 30th May, 2019**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
DJS Stock and Shares Limited
Shop No. 2, First Floor, Building No. 45-47,
Pavalam Street, Big Bazaar, Coimbatore TN-641001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s DJS Stock and Shares Limited having CIN L67120TZ1994PLC005030 and having registered office at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore TN-641001. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN	DATE OF APPOINTMENT
1	MANOJ KUMAR MORE	00040190	15/05/2011
2	GOVIND SIDDA CHAVAN	03125806	14/02/2014
3	HARISH SITARAM SHARMA	06479629	14/03/2013
4	BHARAT RAMANLAL PANDYA	06485239	14/03/2013
5	SHWETA BHARADWAJA	08114392	26/04/2018
6	ANISH KUMAR RAM KISHORI SAWARNYA	08154578	28/06/2018

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Nitesh Chaudhary**
Practicing Company Secretary
CP No.: 16275

Nitesh Chaudhary
Proprietor
FCS No. 10010

Place: Mumbai
Date: 30/05/2019

MANAGEMENT DISCUSSION AND ANALYSIS

MACRO ECONOMY: REVIEW AND OUTLOOK

Goldilocks 2017 gave way to a volatile 2018. Rise of trade tensions between the US and China impacted the business sentiments, while US Fed's monetary tightening contributed to the global liquidity tightening. This liquidity tightening amid relatively high levels of global debt slowed down the growth momentum in the global economy in the second half of 2018.

Against this backdrop of tightening global liquidity coupled with rising crude oil prices, India witnessed a reversal in capital flows and a Balance of Payments (BoP) squeeze, thus putting pressure on exchange rate. At the same time, default by an AAA rated entity in September 2018, further impacted the sentiments in the money markets, leading to a near-freeze at one point. Bond spreads shot up significantly and risk appetite among NBFCs weakened, with focus shifting to preserving liquidity rather than chasing growth. However, as BoP situation improved and rupee stabilised towards end of 2018, RBI began to inject liquidity into the banking system. In addition, Fed's unexpectedly dovish tilt in January 2019, also supported flows to Emerging Markets.

However, these interim market dislocations impacted India's growth momentum. Exports slowed down in a broad-based manner, while liquidity tightening and NBFCs' risk aversion impacted pockets of leveraged consumption such as cars, two wheelers and commercial vehicles. However, there are segments in the economy which are holding up quite well. For example, infrastructure/construction growth is running at a healthy pace helped by government spending.

Overall Outlook

While global growth has been moderating for last six months, there are early signs of stabilisation. If there is any rebound in global growth, India's exports are likely to benefit. On the domestic front, monetary policy transmission is the key monitorable. Also, the political rhetoric is shifting towards stimulating the rural economy, which augurs well for the consumption pockets of the economy. Expansionary monetary and fiscal policy, both together, is a rare event and is expected to provide a significant boost to the economy. Even banking sector NPA problems are largely behind us, helped by Insolvency & Bankruptcy Code (IBC), and government has made significant progress on PSU banks recapitalisation.

Therefore, it is expected that economic activity should start to gain traction gradually during the course of FY20 though the first half may be muted. The downside risk arises from the way oil prices behave on how the US sanctions against Iran pan out, how the ongoing US China trade war ends and a sharper than expected slowdown in the global economy, which may hurt not only exports but also capital flows and sentiments.

Segment-wise/Product-wise Performance

Your Company has only one reporting segment. The revenue for the year was Rs. 123.21 lakh and incurred loss of Rs. 456.43 lakh for the year.

Outlook

The markets presently are volatile and how sooner it will get stabilized is not easy to predict. However, with the industry's increasing preparedness, the evolving opportunities can be better harvested.

Risk Management

Risk management is integral part of business for the Company. The good risk management practices of the Company have facilitated navigating through environmentally turbulent times. While we have been managing various risks, a need for holistic approach to risk management led us to embrace yet another long journey towards Enterprise Risk Management (ERM). This we believe would strategically benchmark our practices to the best in class levels in ensuing years.

Internal Control System

Your Company has a planned internal control system through internal checks and reviews it periodically to strengthen it and safeguard Company's assets. Management Information System is given utmost importance.

Financial Performance w.r.t. Operational Performance

During the year under review, the Company has earned Total Revenue of Rs.134.20 lakh in comparison to Rs. 80.44 lakh during the previous year. The Company has incurred a loss of Rs. 456.43 Lakhs in comparison to profit of Rs. 7.68 lakh during the previous year. The profitability was adversely affected due to onetime loss on impairment of investment.

Safety, Health and Environment

Your Company as a matter of policy gives greater importance to safety, health and environment and also ensures compliance with applicable legislative requirements.

Human Resources

Your Company recognizes the importance of Human Resource in achieving its objectives and strategies as human resource plays an important role in the success and growth of Company. Your company gives priority in honing and utilizing their skills through in house training programs.

Key Financial Ratios:

In accordance with the Securities and Exchange Board of India (Listing Obligations and disclosures Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in Key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

Particulars	F.Y. 2018- 2019		F.Y. 2017- 2018
Debtors Turnover Ratio ¹		Not Applicable	
Inventory Turnover Ratio ²		Not Applicable	
Interest Coverage Ratio ³		Not Applicable	
Current Ratio ⁴	144%		154%
Debt Equity Ratio ⁵		Not Applicable	
Operating Profit Margin (%) ⁶		Not Applicable	
Net Profit Margin (%) ⁷	9%		10%
Return On Net-worth (%) ⁸	1%		1%

1. The company is a stock broker; therefore this ratio is not applicable to the company.
2. The company is a stock broker; therefore this ratio is not applicable to the company.
3. The Company does not have not long term debt; therefore this ratio is not applicable to the company.
4. No significant change in the ratio.
5. The Company does not have any long term debt; therefore this ratio is not applicable to the company.
6. Due to the nature of business of the company, this ratio is not applicable to the company.
7. No significant change in the ratio.
8. No significant change in the ratio.

Cautionary Statement

The report contains forward looking statements describing expectations, estimates, plans or words with similar meaning. Your Company's actual result may differ from those projected depending on various factor. Your Company cannot guarantee that the assumptions and estimates in the forward looking statements are accurate or will be realized.

CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER CERTIFICATION:

[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

I, Anish Kumar Sawarnya, Chief Financial Officer and Director of the Company, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that 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) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I have reviewed the internal controls and procedures, and to the best of my knowledge and information, I affirm that the Company has adequate internal controls and procedures.
- (d) Based on my knowledge and information:
 - (i) There has not been any significant changes in internal control over financial reporting during the financial year ended 31st March, 2019;
 - (ii) There has not been significant changes in the accounting policies during the financial year ended 31st March, 2019
 - (iii) I have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting

Place : Mumbai
Dated : 30th May, 2019

Anish Kumar Sawarnya
Chief Financial Officer

Independent Auditors' Report

To the Members of **DJS Stocks & Shares Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **DJS Stocks & Shares Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going

concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, except that valuation of financial assets being investment in shares are stated at cost.
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Satya Prakash Natani
Partner
Membership No.: 48091

Place : Mumbai
Date : 30th May, 2019

Annexure A to the Independent Auditors' Report
(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of DJS Stock and Shares Limited 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.
- (c) The Company did not own any immovable property during the year.
- (ii) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Hence, the provisions of clause ii 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 any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 during the year. Consequently, the provisions of clauses iii (a) and iii (c) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (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, Goods & Service Tax, 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 March 31, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, details of dues of Income Tax, which have not been deposited as at March 31, 2019 on account of disputes are given below:

Nature of the statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount
The Income Tax Act, 1961	Income Tax	Appeal pending before CIT(A)*	AY 2016-17	40,71,100
	Income Tax	Appeal pending before CIT(A)*	AY 2015-16	55,04,590

*Note 26: Contingent Liabilities

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations, the Company has paid/provided managerial remuneration in accordance with the requisite approval mandated by the provision of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

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For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Place : Mumbai
Date: 30th May, 2019

Satya Prakash Natani
Partner
Membership No.: 48091

Annexure B to the Independent Auditors' Report

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of DJS Stock and Shares Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DJS Stocks & Shares Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Place : Mumbai
Date: 30th May, 2019

Satya Prakash Natani
Partner
Membership No.: 48091

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	As at March 31,	
		2019	2018
ASSETS			
Non Current Assets			
Property, plant & equipment	2	3,79,356	4,07,737
Intangible Assets		51,415	51,415
Financial Assets			
- Investment	3	5,02,394	4,73,36,669
Income Tax Assets (Net)	4	36,78,489	21,40,510
Current Assets			
Inventories	5	2,22,46,197	2,22,46,197
Financial Assets			
-Deposits	6	1,42,87,271	1,31,88,136
-Trade Receivables	7	1,91,84,688	2,07,03,275
-Cash & Cash Equivalents	8	9,94,41,847	8,36,23,109
Other Current Assets	9	4,33,51,027	3,59,85,426
Total Assets		20,31,22,686	22,56,82,475
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	10	7,54,56,000	7,54,56,000
Other Equity	11	48,14,968	5,04,57,904
Liabilities			
Deferred Tax Liability (Net)	12	56,303	26,656
Current Liabilities			
Financial Liabilities			
- Trade Payables	13	28,55,098	98,68,787
- Other financial liabilities	14	11,98,51,518	8,82,50,128
Other Current Liabilities	15	88,798	16,23,000
Total Equity & Liabilities		20,31,22,686	22,56,82,475

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & CO.

Chartered Accountant

Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of

DJS Stocks & Shares Limited

CIN: L67120TZ1994PLC005030

Satya Prakash Natani

Partner

Membership No.: 048091

Harish Sharma

Director

DIN 07332874

Anish Sawarnya

Director

DIN 08154578

Mumbai

May 30, 2019

Iti Sharma

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2019

	Note No.	Year ended 31st March 2019 (₹)	Year ended 31st March 2018 (₹)
Revenue from Operations	16	1,23,20,580	71,57,835
Other Income	17	10,99,135	8,86,994
Total Income		1,34,19,715	80,44,829
EXPENSES			
Employee benefit expenses	18	40,54,649	35,39,631
Finance cost	19	25,04,287	18,69,717
Depreciation & amortization expenses	20	28,381	82,013
Other expenses	21	53,93,706	15,77,454
Total Expenses		1,19,81,023	70,68,815
Profit before Tax		14,38,692	9,76,014
Current Tax		2,77,000	2,46,000
Deferred Tax		(29,647)	(38,125)
Tax Expenses		2,47,353	2,07,875
Profit/ (Loss) for the period		11,91,339	7,68,139
Other Comprehensive Income			
Items that will not be reclassified to profit or loss (net of Income Tax)		-	-
Items that will be reclassified to profit or loss (net of Income Tax)		(4,68,34,274)	-
Total Comprehensive Income for the period		(4,56,42,936)	7,68,139
Earning per equity share	22		
Basic		(0.60)	0.01
Diluted		(0.60)	0.01

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & CO.

Chartered Accountant

Firm's Registration No.: 115438W

**For and on behalf of the Board of Directors of
DJS Stocks & Shares Limited**

CIN: L67120TZ1994PLC005030

Satya Prakash Natani

Partner

Membership No.: 048091

Harish Sharma

Director

DIN 07332874

Anish Sawarnya

Director

DIN 08154578

Mumbai

May 30, 2019

Iti Sharma

Company Secretary

Statement of Changes in Equity

(in ₹)

Particulars	Equity Share Capital	Retained Earnings	Total equity attributable to equity shareholders of the company
Balance as of April 1, 2018	7,54,56,000	5,04,57,904	12,59,13,904
Total Comprehensive income for the year	-	(4,56,42,936)	(4,56,42,936)
Dividend transfer to retained earnings	-	-	-
Balance as of March 31, 2019	7,54,56,000	48,14,968	8,02,70,968
Balance as of April 1, 2017	7,54,56,000	4,96,89,765	12,51,45,765
Total Comprehensive income for the year	-	7,68,139	7,68,139
Dividend transfer to retained earnings	-	-	-
Balance as of March 31, 2018	7,54,56,000	5,04,57,904	12,59,13,904

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & CO.

Chartered Accountant

Firm's Registration No.: 115438W

Satya Prakash Natani

Partner

Membership No.: 048091

Mumbai

May 30, 2019

**For and on behalf of the Board of Directors of
DJS Stocks & Shares Limited**

CIN: L67120TZ1994PLC005030

Harish Sharma

Director

DIN 07332874

Anish Sawarnya

Director

DIN 08154578

Iti Sharma

Company Secretary

Statement of Cash Flow

(in Rs.)

	For the year ended March 31,	
	2019	2018
Profit after tax	11,91,339	7,68,139
Adjustment to reconcile net profit to net cash provided by operating activities		
Depreciation & amortization	28,381	82,013
Interest & dividend Income	(10,99,135)	(8,86,994)
Finance Expenses	11,08,929	8,93,555
Change in assets & liabilities		
Investments	-	-
Trade receivables	15,18,588	2,81,977
Income Tax Assets	(15,37,979)	(6,32,220)
Inventories	-	-
Current Tax Assets	-	-
Deposits	(10,99,135)	(8,86,994)
Other Assets	(73,65,601)	(42,71,566)
Trade payables	(70,13,688)	(2,12,52,110)
Deferred Tax	29,647	(38,125)
Other financial & other liabilities	3,00,67,188	2,21,31,566
Cash generated from operating activities	1,58,28,533	(38,10,760)
Income Tax Paid	-	-
Net Cash generated from operating activities	1,58,28,533	(38,10,760)
Cash flow from investing activities		
Interest & dividend Income	10,99,135	8,86,994
	10,99,135	8,86,994
Cash flow from financing activities		
Borrowings	-	(4,337)
Finance Cost	(11,08,929)	(8,93,555)
	(11,08,929)	(8,97,892)
Net cash generated	1,58,18,738	(38,21,657)
Cash & cash equivalents at the beginning of the year	8,36,23,109	8,74,44,766
Cash & cash equivalents at the end of the year	9,94,41,847	8,36,23,109

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & CO.

Chartered Accountant

Firm's Registration No.: 115438W

Satya Prakash Natani

Partner

Membership No.: 048091

Mumbai

May 30, 2019

**For and on behalf of the Board of Directors of
DJS Stocks & Shares Limited**

CIN: L67120TZ1994PLC005030

Harish Sharma

Director

DIN 07332874

Anish Sawarnya

Director

DIN 08154578

Iti Sharma

Company Secretary

General Information

DJS Stocks & Shares Limited ('the Company') is a public limited company incorporated & domiciled in India and has its registered office at Coimbatore, Tamilnadu, India. The company is listed on Bombay Stock Exchange (BSE).

Note 1: Significant Accounting policies

1.1 Statement of Compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value, the provision of Companies Act, 2013 (the Act) (to the extent notified) and the guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to existing accounting standards required a change in the accounting policies hitherto in use.

1.2 Inventories

The company has held shares as stock in trade and the same are valued at lower of cost or market value.

1.3 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

1.4 Property, plant & equipment:

All Property, Plant & Equipment's are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and include freight, duties, taxes and expenses incidental to acquisition and installation.

Subsequent expenditures related to an item of Property, Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognized in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives of the assets specified in Schedule II of the Companies Act, 2013.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

1.5 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and recognized when it is probable that the economic benefits associated with the transaction will flow to the entity.

1.6 Financial Instruments

Initial Recognition

The company recognizes financial assets & financial liabilities when it becomes a party to the contractual provision of the instruments. All financial assets & liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial assets & liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for a trade date.

Subsequent measurement

Financial assets at amortized cost: Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses

1.7 Employee Benefits

The Company follows the policy of accounting for the same only on crystallization of the liability.

1.8 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Note 2: Property, plant & equipment & Intangible Assets

Particulars	Furniture & Fixtures	Office Equipments	Water Cooler	Computers	Computer Software	Total
Gross carrying value as of April 1, 2017	15,11,884	5,24,380	10,000	99,28,463	13,82,262	1,33,56,989
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2018	15,11,884	5,24,380	10,000	99,28,463	13,82,262	1,33,56,989
Accumulated depreciation as of April 1, 2017	14,01,512	4,98,161	5,044	95,97,959	13,13,148	1,28,15,824
Depreciation for the year	25,985	-	1,900	36,429	17,699	82,013
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2018	14,27,497	4,98,161	6,944	96,34,388	13,30,847	1,28,97,837
Carrying value as of March 31, 2018	84,387	26,219	3,056	2,94,075	51,415	4,59,152
Gross carrying value as of April 1, 2018	15,11,884	5,24,380	10,000	99,28,463	13,82,262	1,33,56,989
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2019	15,11,884	5,24,380	10,000	99,28,463	13,82,262	1,33,56,989
Accumulated depreciation as of April 1, 2018	14,27,497	4,98,161	6,944	96,34,388	13,30,847	1,28,97,837
Depreciation for the year	4,476	-	1,900	22,005	-	28,381
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2019	14,31,972	4,98,161	8,844	96,56,393	13,30,847	1,29,26,217
Carrying value as of March 31, 2019	79,912	26,219	1,156	2,72,070	51,415	4,30,772

Notes to Financial Statements

Particulars	As at March 31,	
	2019	2018
Note 3: Investments		
Investment	4,73,36,669	4,73,36,669
Less: Provision for diminution of Investment	(4,68,34,274)	-
	5,02,394	4,73,36,669
Note 4: Income Tax Assets (Net)		
Income Tax Assets	36,78,489	21,40,510
	36,78,489	21,40,510
Note 5: Inventories		
Quoted		
Shares	2,22,46,197	2,22,46,197
	2,22,46,197	2,22,46,197
Note 6: Deposits		
(Unsecured, Considered Good)		
Deposits	1,42,87,271	1,31,88,136
	1,42,87,271	1,31,88,136
Note 7: Trade Receivables		
Secured, considered good		
Debts outstanding for over six months from the date they are due for payment	1,91,84,688	2,07,03,275
Others	-	-
	1,91,84,688	2,07,03,275
Note 8: Cash & Cash Equivalent		
Balance with Banks	9,93,79,858	8,33,50,252
Cash on Hand	61,989	2,72,857
	9,94,41,847	8,36,23,109
Note 9: Others Assets - Current		
Others	4,24,69,589	3,57,48,172
Goods and Service Tax	8,81,438	2,37,254
	4,33,51,027	3,59,85,426

Notes to Financial Statements

Particulars	As at March 31,	
	2019	2018
Note 10: Equity Share Capital		
Authorized Share Capital 10,00,00,000 (10,00,00,000) Equity Shares of Rs.1 each	10,00,00,000	10,00,00,000
Issued and Subscribed and fully paid up 7,54,56,000 (7,54,56,000) Equity shares of Rs.1 each fully paid up	7,54,56,000	7,54,56,000
Reconciliation of number of shares		
Outstanding Number of shares at the beginning of the year	7,54,56,000	7,54,56,000
Add : Shares issued during the year	-	-
Outstanding Number of shares at the end of the year	7,54,56,000	7,54,56,000
Details of shareholders holding more than 5% shares as at year end		

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% holding	No. of Shares	% holding
BK Dyeing Printing Mills Private Limited	1,58,13,930	20.96	1,58,13,930	20.96
Shriman Stock Management Private Limited	1,57,89,945	20.93	1,57,89,945	20.93
Malar Share Shoppe Limited	1,05,26,625	13.95	1,05,26,625	13.95
Victory Sales Private Limited	69,61,757	9.23	69,61,757	9.23

Note 11: Other Equity		
Retained Earnings		
Opening Surplus	5,04,57,904	4,96,89,765
Add/(less): Profit/(loss) for the year	(4,56,42,936)	7,68,139
Closing Surplus	48,14,968	5,04,57,904
Note 12: Deferred Tax Asset (Net)		
Deferred Tax Asset	56,303	26,656
	56,303	26,656
Note 13: Trade Payables		
Micro, Small and Medium Enterprises	-	-
Others	28,55,099	98,68,787
	28,55,099	98,68,787
Note 14: Other Financial Liabilities - Current		
Client Margin	11,98,51,518	8,82,50,128
	11,98,51,518	8,82,50,128
Note 15: Other Current Liabilities		
Statutory Dues	48,123	68,428
Other Dues	40,675	15,54,572
	88,798	16,23,000

Notes to Financial Statements

Particulars	For the year ended March 31,	
	2019	2018
Note 16: Revenue from Operations		
Revenue from Operations	1,23,20,580	71,57,835
	1,23,20,580	71,57,835
Note 17: Other Incomes		
Interest Income on Deposits	10,99,135	8,86,994
	10,99,135	8,86,994
Note 18: Employee benefit expense		
Salary	39,24,134	33,00,065
Staff Welfare Expenses	1,30,515	2,39,566
	40,54,649	35,39,631
Note 19: Depreciation expenses		
Depreciation	28,381	82,013
	28,381	82,013
Note 20: Finance Cost		
Banks and Clearing Charges	13,95,358	9,76,163
Interest Expenses	11,08,929	8,93,555
	25,04,287	18,69,717
Note 21: Other expenses		
Conveyance Expenses	1,10,621	14,230
Demat Charges	28,105	27,644
Electricity Expenses	57,570	58,710
Office Expenses	2,93,086	1,80,158
Payment to Auditors	40,000	40,000
Printing & Stationary Expenses	12,710	11,629
Professional Fees	44,380	1,10,136
Rent, Rate & Taxes	98,392	49,500
Repairs & Maintenance	4,48,976	3,74,310
Stock Exchange Expenses	27,22,654	6,67,587
Bad debts	15,18,511	-
Telephone and Postage Expenses	18,701	43,550
	53,93,706	15,77,454
Note 21.1 Payment to Auditors		
Audit Fees	40,000	40,000
	40,000	40,000
Note 22: Earning Per Share		
Total Comprehensive Income for the period	-4,56,42,936	7,68,139
Weighted Average Number of Equity Shares	7,54,56,000	7,54,56,000
Basic & Diluted Earning Per Share	-0.605	0.010

Note 23: Segment Reporting

The Company is engaged mainly in trading activities and as such there are no other reportable segment as defined by Indian Accounting Standard 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India.

Note 24: Dues to micro & small enterprises

The Company has called for complete information from all the vendors regarding their status as small-scale/micro industrial undertaking. Based on information received regarding the status of the vendors there are no amounts outstanding for more than Rs. 1,00,000/- for more than 30 days.

Note 25: Related Party Disclosure

a) List of Related Parties with whom transactions have taken place and Relationship:

Key Management Personnel and their relatives

Name	Relation
Mr. Pratik Bhatt	Director
Mr. Harish Sharma	Director

b) Related Party Transactions

Particulars	2017-18	2018-19
Short-term employment benefit	3,90,000	4,20,000

Note 26: Contingent Liabilities

Particulars	2017-18	2018-19
Bank Guarantee	6,00,00,000	6,00,00,000
Claims against the Company not acknowledged as liability (refer note below)	-	1,02,75,690

Note : Company has received ex-parte assesment order and demand for earlier assessment years without giving an opportunity of being heard. Based on expert opinion obtained, the management believes that the outcome of these cases is most likely to be in favor of the Company.

Note 27: Previous year figures

The previous year figures have been regrouped/rearranged wherever found necessary.

The accompanying notes form an integral part of standalone financial statements

**For and on behalf of the Board of Directors of
DJS Stocks & Shares Limited**
CIN: L67120TZ1994PLC005030

Harish Sharma
Director
DIN 07332874

Anish Sawarnya
Director
DIN 08154578

Iti Sharma
Company Secretary

Mumbai
May 30, 2019

Form No. MGT-11

Proxy form

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

DJS STOCK AND SHARES LIMITED

CIN: L67120TZ1994PLC005030

Shop No. 2, First Floor, Building No. 45-47, Pavalam Street,
Big Bazaar, Coimbatore - 641001.

Name of the member(s) : _____
 Registered address : _____
 Email Id : _____
 Folio No./Client Id : _____
 DP ID : _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: _____
 Address : _____
 E-mail Id: _____ Signature: _____ or failing him
2. Name: _____
 Address : _____
 E-mail Id: _____ Signature: _____ or failing him
3. Name: _____
 Address : _____
 E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 10:30 a.m. at the Registered Office of the Company at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution Proposed
1.	To receive, consider and adopt the audited financial statements for the year ended 31st March, 2019 together with the report of Directors' and Auditors' thereon.
2.	Re-appointment of Mr. Manoj Kumar More (holding DIN 00040190) as Director who retires by rotation.
3.	Reappointment of Mr. Harish Sharma (Holding DIN 07332874) as Whole-time Director of the Company for a period of three years w.e.f. 14th March, 2019.

Signed this day of 2019

Signature of shareholder: _____ Signature of Proxy holder(s): _____



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

**Form No. MGT-12
Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

**DJS Stock And Shares Limited
CIN : L67120TZ1994PLC005030**

Shop No. 2, First Floor, Building No. 45-47, Pavalam Street,
Big Bazaar, Coimbatore – 641001.

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No		No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the audited financial statements for the year ended 31st March, 2019 together with the report of Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Manoj Kumar More (holding DIN 00040190) as Director who retires by rotation.			
3.	Reappointment of Mr. Harish Sharma (holding DIN 07332874) as a Whole-time Director of the Company for a period of three years w.e.f. 14th March, 2019.			

Place:

Date:

(Signature of the Shareholder)

DJS STOCK AND SHARES LIMITED

CIN: L67120TZ1994PLC005030

Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar,
Coimbatore - 641001.**ATTENDANCE SLIP**

Member's Folio No: _____

Client ID No: _____

DP ID No: _____

Name of Member: _____

Name of Proxy Holder: _____

No of Shares Held: _____

I hereby record my presence at the **25th Annual General Meeting** of the Company held on **Saturday, 28th September, 2019 at 10.30 a.m.** at the Registered Office of the Company at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore - 641001.

Signature of member/proxy**Notes:**

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report.

Route Map AGM Venue



BOOK-POST

If undelivered, please return to :

DJS STOCK AND SHARES LIMITED

Shop No. 2, First Floor, Building No. 45-47,

Pavalam Street, Big Bazaar,

Coimbatore - 641001.