

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)

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of DJS Stock and Shares Limited (the 'Company', 'DJS') for the financial year 2022-23.

This report outlines compliance with requirements of the Companies Act, 2013, as amended (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures are well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

DJS Stock and Shares Limited (DJS) governance policies are based on the principles of full disclosure, fairness, equity, transparency, and accountability in our operations. We are committed to the protection of stakeholders' interests and build an enduring relationship with them. The Company have established a Corporate Governance framework that upholds core values. Value enhancement of all our stakeholders is central to this philosophy. The Management's commitment to these principles is reinforced through the adherence of all Corporate Governance practices as mandated by the regulations.

The Company believes that governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to our Company. Your Company confirms compliance of Corporate Governance as contained in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the details of which are given below.

Key elements of DJS's Corporate Governance

- Compliance with applicable law.
- Number of Board and Committee meetings more than the statutory requirement, including meetings dedicated for discussing strategy, operating plans and risks.
- Board comprises of directors from diverse backgrounds and substantial experience, who are able to provide appropriate guidance to executive management as required.
- Panel of independent directors with outstanding track record and reputation.
- Confidential Board evaluation process where each Board member evaluates the performance of every director, Committees of the Board, the Chairman of the Board and the Board as a whole.
- Presentations by key senior management team ('SMT') members of the Company to familiarize the directors with key elements of the businesses.

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors as on 31st March 2023.

In compliance with the provisions of the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors. The following is the composition of Board of Directors of DJS Stock and Shares Limited.

Name	Designation	Category
Mr. Harish Sitaram Sharma	Managing Director	Professional - Executive
Mr. Aniruddh Parashar*	Director	Professional - Executive
Mr. Manoj Kumar More	Director	Professional - Non-Executive
Mrs. Neha Kailash Bhageria	Director	Independent - Non-Executive
Mr. Vikash Jindal [#]	Director	Independent - Non-Executive

*from 13-08-2022

[#]from 17-03-2023

(ii) Meetings and Attendance of Directors during the financial year 2022-2023.

During the financial year 2022-23, Board of Directors met 7 (seven) times. Meetings were held on 30-05-2022, 05-07-2022, 13-08-2022, 30-08-2022, 14-11-2022, 14-02-2023 and on 17-03-2023. Attendance of Directors in meetings held during the financial year 2022-23:

Name of Directors	No. of Board Meeting attended	Attendance at Last AGM (29-09-2022)
Mr. Harish Sitaram Sharma	7	Yes
Mr. Aniruddh Parashar	4	Yes
Mr. Manoj Kumar More	7	Yes
Ms. Neha Kailash Bhageria	7	Yes
Mr. Vikash Jindal	0	NA

(iii) Directorships and Committees position held in other Companies as on 31st March 2023:

Name of the Director	No. of outside Directors hip held	No. of committee positions [#]		Directorship in other listed entities
		As Chairman	As Member	Name and Category
Mr. Manoj Kumar More	4	2	1	Ken Financial Services Limited - Director
Mr. Harish Sitaram Sharma	Nil	None	1	None
Ms. Neha Kailash Bhageria	2	None	5	1. Ken Financial Services Limited - Director 2. Nexus Surgical and Medicare Limited - Director
Mr. Aniruddh Parashar	Nil	None	None	None
Mr. Vikash Jindal	Nil	3	None	None

[#]Only three Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration committee are considered.

(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. Harish Sitaram Sharma	Professional Executive	None
Mr. Aniruddh Parashar	Professional Executive	None
Mr. Manoj Kumar More	Professional Non-Executive	None
Ms. Neha Kailash Bhageria	Independent Non-Executive	None
Mr. Vikash Jindal	Independent Non-Executive	None

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

The Shareholding of Non-executive Directors in the Company as on 31.03.2023:

Name of Directors	Category	No. of Shares held
Mr. Manoj Kumar More	Professional Non-Executive	Nil
Ms. Neha Kailash Bhageria	Independent Non-Executive	Nil
Mr. Vikash Jindal	Independent Non-Executive	Nil

(vi) Independent Directors:

In compliance with Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has a structured programme for orientation and training of Directors at the time of their joining so as to enable them to understand the nature of the industry in which the Company operates, business model of the Company and roles, rights and responsibilities of independent directors.

The Company also seeks to update the Directors on a continuing basis on any significant changes so as to place them in a position to take well informed and timely decisions.

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 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:

As stipulated under schedule V to the SEBI Listing Regulations, core skills/expertise/competencies as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Skill / Expertise/ Competence	Whether available with Board
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
Consistent Skills and knowledge development	Yes
Relevant Industry Experience	Yes

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 two Independent Non-Executive Directors and one Professional Executive Director. During the financial year ended 31st March, 2023, four Audit Committee Meetings were held on 30.05.2022, 13.08.2022, 14.11.2022 and 14.02.2023. The composition of Audit Committee and attendance of each Director at their meetings are as follows:

Name	Designation	Category	No. of meetings attended
Mr. Manoj Kumar More	Member	Professional- Non- Executive	3
Ms. Neha Kailash Bhageria	Member	Independent – Non- Executive	3
Mr. Vikas Jindal	Chairman	Independent – Non- Executive	0

(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., Chartered Accountants.

(iv) An Audit Committee meeting was held on 30th May, 2022 where the Annual Financial Statements for the year ended 31st March, 2022 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

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

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 st March, 2022	30 th May, 2022
Quarter ended 30 th June, 2022	13 th August, 2022
Quarter/Half Year ended 30 th September, 2022	14 th November, 2022
Quarter ended 31 st December, 2022	14 th February, 2023

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has proper constitution of Nomination and Remuneration Committee and terms of reference before the Committee are as under:

(i) Terms of Reference

- (a) The Committee shall formulate 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.
- (b) 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.

(ii) Remuneration Policy:

The Company's remuneration policy aims to attract and retain talent and is in accordance with the industries practices. The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against earmarked objectives.

The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him.

This policy, inter alia, provides: -

- (a) The criteria for determining qualifications, positive attributes and independence of directors; and
- (b) Policy on remuneration of directors, key managerial personnel and other employees.

The policy is directed towards a compensation philosophy and structure that will reward and retain talent; and provides for a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

(iii) Composition of the Committee:

The Nomination and Remuneration Committee is comprised of two Independent Non-Executive Directors and one Professional Non-Executive Director. During the financial year ended 31st March, 2023, two Nomination and Remuneration Committee meetings were held on 30-05-2022, 13-08-2022, 14-11-2022 and 17-03-2023.

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
Mr. Manoj Kumar More	Chairman	Professional - Non-Executive	4
Ms. Neha Kailash Bhageria	Member	Independent – Non- Executive	3
Mr. Vikash Jindal	Member	Independent – Non- Executive	0

(iii) Performance Evaluation Criteria for Independent Directors:

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the Securities and Exchange Board of India (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 and value 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.
- e) Effective follow up on certain crucial matters wherein the concern is expressed;
- f) Communication skills with Board and Senior Management and others.

5. REMUNERATION OF DIRECTORS:

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company. The criteria of making payments to non-executive directors are placed on the Company’s website www.djsstocks.com.

Details of remuneration/sitting fees paid to Directors during the financial year ended 31st March, 2023 and shares held by them on that date are as follows:

Name	Remuneration	Share held
Mr. Harish Sitaram Sharma	1,000 hundreds	Nil
Mr. Anirudh Parashar	750 hundreds	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 Securities and Exchange Board of India (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 approve transfer and transmission of securities, issue of duplicate certificates, review of share dematerialization, monitoring the performance of company’s Registrar and Transfer Agent and deals with other shareholder related issues.
- (ii) The Committee shall consider and resolve the grievances of the shareholders of the company including complaints related to transfer of shares, non-receipt of annual report and non- receipt of declared dividends, etc.
- (iii) During the financial year ended 31st March, 2023, one Stakeholders Relationship Committee meeting was held on 14th November, 2022. The composition of the Stakeholders Relationship Committee and the attendance of each Director at their meetings are as follows:

Name	Designation	Category	No. of meetings attended
Ms. Neha Kailash Bhageria	Member	Independent-Non-Executive	1
Mr. Harish Sitaram Sharma	Member	Professional-Executive	1
Mr. Vikash Jindal	Chairman	Independent -Non-Executive	0

Ms. Khushboo Vasudev has been designated 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 No.	Date of the meeting	Location	Time
26 ^h	28-09-2020	Through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)	05:00 p.m.
27 th	30-09-2021	Through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)	04:30 p.m.
28 th	29-09-2022	Through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)	05:00 p.m.

(ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
28-09-2020	No Special Resolution was passed
30-09-2021	No Special Resolution was passed
29-09-2022	Appointment of Mr. Harish Sitaram Sharma (holding DIN 07332874) as a Managing Director of the Company

(iii) Postal Ballot:

During the financial year 2022-23, there was 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	The Free Press Journal (English Newspaper) Makkal Kural (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)	Financial Year	1 st April to 31 st March
(ii)	Dividend Payment Date	Not Applicable
(iii)	Listing on Stock Exchanges	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai-400 001.
(iv)	Listing Fees	The Company has paid the Listing fees to BSE Limited for the financial year 2022-23
(v)	<u>Stock Code</u> BSE ISIN	511636 INE234E01027
(vi)	Depository Connectivity	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL)
(vii)	Stock Market Data: No Data is available since no trade has taken place during the financial year 2022-23	
(viii)	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.
(ix)	<p>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.</p> <p>M/s. Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.</p>	
(x)	<p>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 (NSDL) and Central Depository Services (India) Limited (CDSL) within 7 days.</p>	

(xi) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2023:

(a) According to Category holdings:

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
<u>Promoters</u>				
Bodies Corporate	3	0.12	42130500	55.83
<u>Public</u>				
Individual	2374	95.80	22742734	30.14
Corporate Bodies	31	1.25	9433793	12.63
NRI	7	0.28	64083	0.08
HUF	56	2.26	888890	1.18
Clearing Member	7	0.28	96000	0.13
Total	2478	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
Upto 5000	1868	75.38	3444777	4.57
5001-10000	228	9.20	1667197	2.21
10001-20000	151	6.09	2142600	2.84
20001-30000	64	2.58	1548323	2.05
30001-40000	48	1.94	1734221	2.30
40001-50000	31	1.25	1393910	1.85
50001-100000	42	1.69	2987580	3.96
Above 100000	46	1.86	60537392	80.23
Total	2478	100.00	7545000	100.00

(xi)	Dematerialization of Shares and liquidity	94.40% of the Company's Equity shares are Dematerialized as on 31 st March,2023
(xii)	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xiii)	Plant Locations	The Company is not engaged in manufacturing activities hence do not have any plant.
(xiv)	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. Boricha Marg, Lower Parel, Mumbai - 400 011.
(xv)	Credit Rating	Nil
(xvi)	Shareholders' and Investors' Grievances	The Board have constituted a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders, viz., shareholders and deposit holders. The Composition of the Committee and details on investor complaints received during the year are given under the head Stakeholders Relationship Committee

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.
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Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	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. The Company has initiated the process for revocation of suspension in trading of shares of the Company.
Mandatory requirements	The Company has complied with all the mandatory requirements of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 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 during the year.
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 no-disqualification of Directors	A certificate from M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, 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 financial year 2022-23, for all 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:

The disclosure as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given below:

- (a). number of complaints filed during the financial year 2022-23 : Nil
(b). number of complaints disposed of during the financial year 2022-23 : Nil
(c). number of complaints pending as on end of the financial year 2022-23 : Nil

12. 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.

13. 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 Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the financial year 2022-23, wherever applicable.

14. 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, 2023. 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, Managing 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 Regulation 34(3) read with Schedule V (Part D) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Place: Thane
Dated: 12th August, 2023

Sd/-
Harish Sitaram Sharma
DIN: 07332874
Managing Director