

## 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:

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

### 2. BOARD OF DIRECTORS:

#### (i) Composition of Board, Directorships and Committees position held in other Companies as at 31st March, 2017

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside Committees#	
			As Chairman	As Member
Mr. Pratik Sudhir Bhatt	Executive Director	Nil	None	None
Mr. Avinash Kumar	Non-Executive Independent Director	Nil	None	None
Mr. Sunil Sharma	Non-Executive Independent Director	Nil	None	None

Mr. Manoj Kumar More	Non-Executive Professional Director	7	2	2
Ms. Malati Vidur Bhatt*	Non-Executive Independent Director	0	None	None
Mr. Bharat Pandya	Non-Executive Professional Director	2	None	None
Mr. Vinesh Pandya	Non-Executive Professional Director	Nil	None	None
Mr. Harish Sharma	Executive Director	Nil	None	None

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

\* Upto 15-11-2016

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) Board Meetings:**

In the financial year 2016-17, the Board of Directors met 6 times. The meetings were held on 30-05-2016, 13-08-2016, 03-09-2016, 14-11-2016, 03-12-2016 and on 14-02-2017.

Attendance of Directors in meetings held during the financial year 2016-2017.

Sr. No.	Name of Directors	No. of Board Meeting attended in F.Y. 2016-2017	Attendance at Last AGM (30-09-2016)
1.	Mr. Pratik Sudhir Bhatt	6	Yes
2.	Mr. Avinash Kumar	6	Yes
3.	Mr. Sunil Sharma	6	Yes
4.	Mr. Manoj Kumar More	6	Yes
5.	Ms. Malati Vidur Bhatt	3	Yes
6.	Mr. Bharat Ramanlal Pandya	6	Yes
7.	Mr. Vinesh Bharatbhai Pandya	6	Yes
8.	Mr. Harish Sharma	6	Yes

None of the Directors are nominee of any Institutions.

The Board of Directors meets atleast once in a quarter to review the quarterly financial results and operation of the company. In addition to the above, the Board also meets as and when necessary to address specific issue relating to the business.

**(iii) Disclosure of relationships between Director inter-se:**

Table given below shows the relationship between the Directors:

Name of Directors	Category	Relationship between Directors Inter-se
Mr. Pratik Sudhir Bhatt	Executive	None
Mr. Avinash Kumar	Independent Non-Executive	None
Mr. Sunil Sharma	Independent Non-Executive	None
Mr. Manoj Kumar More	Professional Non-Executive	None
Mr. Bharat Ramanlal Pandya	Professional Non-Executive	None
Mr. Vinesh Bharatbhai Pandya	Professional Non-Executive	None
Mr. Harish Sharma	Executive	None

**(iv) Shareholding of Non- Executive Directors in the Company**

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2017:

Name of Directors	Category	No Shares held
Mr. Avinash Kumar	Independent Non-Executive	Nil
Mr. Sunil Sharma	Independent Non-Executive	Nil
Mr. Manoj Kumar More	Professional Non-Executive	Nil
Mr. Bharat Ramanlal Pandya	Professional Non-Executive	Nil
Mr. Vinesh Bharatbhai Pandya	Professional Non-Executive	Nil

**(v) Familiarization programmes for 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](http://www.djsstocks.com)

**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 31.03.2017, four Audit Committee Meetings were held on 30-05-2016, 13-08-2016, 14-11-2016 and 14-02-2017.

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 year 2016-17
Mr. Sunil Sharma	Chairman	Non-Executive Independent Director	4
Mr. Avinash Kumar	Member	Non-Executive Independent Director	4
Mr. Pratik Bhatt	Member	Executive Non Independent Director	4

## (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/ rules and/or as and when felt necessary)

(a) The Statutory Auditors viz. M/s P. Mahendran.

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30<sup>th</sup> September, 2016 and provided clarifications to the members of the Company on the matters relating to accounts and finance.(v) An Audit Committee meeting was held on 30<sup>th</sup> May, 2016 where the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2016 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 31 <sup>st</sup> March, 2016	30 <sup>th</sup> May, 2016
Quarter ended 30 <sup>th</sup> June, 2016	13 <sup>th</sup> August, 2016
Quarter/Half Year ended 30 <sup>th</sup> Sept.2016	14 <sup>th</sup> November, 2016
Quarter ended 31 <sup>st</sup> December, 2016	14 <sup>th</sup> February, 2017

#### 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.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

- (ii) Composition:

The Nomination and Remuneration Committee is comprised of three directors. During the financial year ended 31.03.2017, Three Committee Meetings were held on 30-05-2016, 14-11-2015 and 14-02-2017.

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 year 2016-17
Mr. Manoj Kumar More	Chairman	Non-Executive Non-Independent Director	3
Mr. Avinash Kumar	Member	Non-Executive Independent Director	3
Mr. Sunil Sharma	Member	Non-Executive Independent Director	3

**(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:**

None of the Directors of the Company is being paid any remuneration. Hence, disclosure of the same is not applicable to the Company.

**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. Avinash Kumar, The Committee met twice during the year 2016-17 on 30-05-2016, and 14-11-2016. The Committee comprises of three Non Executive Directors, Details of composition are as under:

Name	Designation	Category	No. of Meetings attended during the year 2016-17
Mr. Avinash Kumar	Chairman	Non-Executive Independent Director	2
Mr. Sunil Sharma	Member	Non-Executive Independent Director	2
Mr. Pratik Bhatt	Member	Executive Non Independent Director	2

- (iii) Mr. Pratik Bhatt 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 the 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 meeting	Location	Time
20 <sup>th</sup>	30-09-2014	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9.30 a.m.
21 <sup>st</sup>	30-09-2015	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9:30 a.m.
22 <sup>nd</sup>	30-09-2016	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9:00 a.m.

- (ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
30-09-2014	No Special Resolution was passed
30-09-2015	Special Resolution passed for appointment of Managing Director
30-09-2016	No Special Resolution was passed

- (ii) Postal Ballot: During the year 2016-17, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Which newspaper normally published in Any website where displayed	Trenity Mirror (English Newspaper) Makkal Kurna (Regional newspaper) 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) <b>Next AGM:</b>		
Date	Time	Venue
30-09-2017	9.00 p.m.	Rajasthani Sangh, Seminar Hall, D. B. Road, R. S. Puram, Coimbatore - 641 002.
(ii) Financial Year		1 <sup>st</sup> April to 31 <sup>st</sup> 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 is yet to pay the listing fees to the BSE Limited for the financial year ended 31 <sup>st</sup> March, 2017
(vi) <b>Stock Code</b>		
BSE		511636
ISIN		INE234E01027
(vii) Depository Connectivity		National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)



(viii)	Stock Market Data													
	<table border="1"> <thead> <tr> <th>Month</th> <th>High</th> <th>Low</th> <th>Month Close</th> </tr> </thead> <tbody> <tr> <td>May 2016</td> <td>0.98</td> <td>0.94</td> <td>0.98</td> </tr> <tr> <td>June 2016</td> <td>1.07</td> <td>0.97</td> <td>0.97</td> </tr> </tbody> </table>	Month	High	Low	Month Close	May 2016	0.98	0.94	0.98	June 2016	1.07	0.97	0.97	
Month	High	Low	Month Close											
May 2016	0.98	0.94	0.98											
June 2016	1.07	0.97	0.97											
(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)	<p><b>Registrar &amp; Transfer Agents:</b> The Company has appointed M/s. Purva Sharegistry (India) Private Limited as a common agency for share registry work (both physical &amp; electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions. <b>M/s. Purva Sharegistry (India) Private Limited</b> Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.</p>													
(xi)	<p><b>Share Transfer System:</b> With a view to expedite the process of share transfers, the 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 within 7 days.</p>													

**(xii) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017:**

(a) According to Category holdings

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of shareholding
<b>Promoters</b>				
Bodies Corporate	3	0.12	42130500	55.83
<b>Public</b>				
Individual	2404	95.25	22462293	29.77
Corporate Bodies	45	1.78	9752707	12.93
NRI	4	0.16	64325	0.09
HUF	60	2.38	955794	1.27
Clearing Member	8	0.32	90381	0.12
<b>Total</b>	<b>2524</b>	<b>100.00</b>	<b>75456000</b>	<b>100.00</b>

## (b) According to Number of Equity Shares

No. of Equity Shares held	No. of shareholders	% of total shareholders	No. of shares	% of shareholding
1-5000	1896	75.12	3483757	4.61
5001-10000	241	9.55	1760270	2.33
10001-20000	156	6.18	2218456	2.94
20001-30000	64	2.54	1545987	2.05
30001-40000	55	2.18	1990398	2.64
40001-50000	27	1.07	1214101	1.61
50001-100000	39	1.54	2773256	3.66
100001 & above	46	1.82	60469775	80.14
<b>Total</b>	<b>2524</b>	<b>100.00</b>	<b>75456000</b>	<b>100.00</b>

(xiii) Dematerialization of Shares and liquidity	94.22% of the Company's Equity shares are Dematerialized as on 31.03.2017
(xiv) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xv) Commodity Price risk or foreign exchange risk and hedging activities	The Company did not engage in Commodity & hedging activities during the year.
(xvi) Plant Locations	The Company is not engaged in any manufacturing activities hence do not have any plant.
(xvii) Address for Correspondence	The shareholders may address their communications/suggestions/grievances/queries to our share transfer agent: <b>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED</b> Unit No. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.

**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 SEBI (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	<a href="http://www.djsstocks.com">www.djsstocks.com</a>

**11. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:**

During the year 2016-17, 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.

**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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the year 2016-17, 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, 2017. 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, Pratik Sudhir Bhatt, 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: 30-05-2017**

**Pratik Sudhir Bhatt**  
**DIN: 00655368**  
**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, 2017 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.

**P. Mahendran**  
**Chartered Accountants**  
**Membership No. 029194**

**Place: Mumbai**  
**Dated: 30-05-2017**

## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Overview and Overall Review

The Indian economy is on a growth trajectory, inflation remains benign and fiscal and current account position remains comfortable. On the monetary side, RBI has moved to a neutral stance from accommodative and hence chances of further rate cut remain low. The INR has benefitted from strong FDI flows. Overall, the macro-fundamentals of the economy remain strong and the business cycle conditions have improved. Rebound in exports, improving corporate earnings, good monsoons and the government's continued push towards infrastructure, rural development and affordable housing augur well for FY18.

### Industry Structure and Development

FY17 was a good year for equity markets with Nifty making its all time high with a return of ~19% in FY17 as compared to decline of 9% in FY16. Indian markets have outperformed emerging markets in dollar terms by 230 bps. The momentum is likely to continue with an expectation of improvement in corporate earnings going forward. As regards debt markets, RBI set the ball rolling on corporate bond reforms with a comprehensive set of guidelines and other measures. These measures once fully implemented will deepen the corporate bond markets and enhance liquidity. The process is already underway as FY17 saw a sharp increase in primary market issuance and corporate bond turnover. We expect this trend to gain further momentum in FY18.

### Opportunities and Threats

The expected roll out of GST and the performance of the NDA in recent polls will place the agenda of economic reforms on a firm footing. These developments augur well for growth of financial services in India. India is already the fastest growing economy globally and various projections for growth by World Bank or IMF etc., indicate that India will continue to outperform other economies. This would open up vast opportunities for us to grow our various diversified businesses. Indian savers already are seen to be increasing allocation to financial assets like equities over gold or bank deposits. This trend will provide newer opportunities for financial services. The global economy is also showing signs of recovery. Reforms will provide opportunities for sustainable growth of Indian economy leading to investment/capital requirement. Focus on financial inclusion will lead to wider participation from all levels of investors. Regulatory reforms aiding greater participation by all classes of investors. However still there are threats from increased competition from local and global players operating in India. Also Slower than expected recovery of the macro economy, domestic as well as global, or delay in revival of capex cycle can impede the growth. Also lack of expertise in fund based and non-fund based activities poses a threat. Continuous downward pressure on the fees, commissions and brokerages caused by heightened competition and willingness of most players to deliver services at very low fees is also perceived as threat for the industry.

### Segment-wise/Product-wise Performance

Your Company has only one reporting segment. The revenue for the year was Rs. 72.79 lakh and the profit after tax was Rs. 11.93 lakh.

**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 and Concern**

In recent months inflation has shown an upward trend, which could pose a risk, should it not be tamed quickly. The Government should continue its initiative of Ease of Doing Business. During the year your Company under its well planned and defined risk management policy gave attention to all the risk areas. The Board of Directors is apprised of the development in risk management in periodical meetings where the quarterly results are approved.

**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. 73.36 lakh in comparison to Rs. 87.05 lakh during the previous year. The Company has earned net profit after tax of Rs. 11.93 lakh in comparison to Rs. 11.08 lakh during the previous year. The profitability was adversely affected due to lower revenue. Your Company started trading in commodities during the year.

**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.

**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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]*

I, **Pratik Bhatt**, Chief Executive 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 31<sup>st</sup> March, 2017 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 have been no changes in the accounting policies during the year;
  - (ii) no significant changes in internal controls during the year; and
  - (iii) there have been no instances of significant fraud during the year, which has come to the knowledge of the management.

**Place: Mumbai**  
**Dated: 30-05-2017**

**Pratik Bhatt**  
**DIN: 00655368**  
**Chief Executive Officer**