



DJS STOCK AND SHARES LIMITED

24th ANNUAL REPORT

2017-2018

DJS STOCK AND SHARES LIMITED
CIN : L67120TZ1994PLC005030

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	1. Mr. Manoj More 2. Mr. Pratik Bhatt 3. Mr. Avinash Kumar 4. Mr. Sunil Sharma 5. Mr. Bharat Pandya 6. Mr. Vinesh Pandya 7. Mr. Harish Sharma 8. Ms. Shweta Bharadwaja
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 - 400 097.
AUDITORS	:	Satya Prakash Natani & Co. Chartered Accountants
SECRETARIAL AUDITORS	:	Ramesh Chandra Bagdi & Associates Company Secretaries
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 **24th Annual General Meeting** of the members of **DJS STOCK AND SHARES LIMITED** will be held on Saturday, 29th September, 2018 at 9.00 a.m. at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimabtoe – 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, 2018 including the audited Balance Sheet, statement of Profit & Loss Account and the Cash Flow statement for the year ended as on that date together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Vinesh Pandya (holding DIN 07337061) who retires by rotation and being eligible offers him-self for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ms. Shweta Bharadwaja (holding DIN 08114392) as a 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Ms. Shweta Bharadwaja, (holding DIN 08114392), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 26th April, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of her appointment as Additional Director i.e. 26th April, 2018 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2022-23 or 25th April, 2023, whichever is earlier.”

4. Appointment of Mr. Hitesh Shah (holding DIN 06770329) as a 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Hitesh Shah, (holding DIN 06770329), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th June, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as Additional Director i.e. 28th June, 2018 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2022-23 or 27th June, 2023, whichever is earlier.”

5. Appointment of Mr. Govind Chavan Sidda (holding DIN 01608768) as a 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Govind Chavan Sidda (holding DIN 01608768), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th June, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as Additional Director i.e. 28th June, 2018 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2022-23 or 27th June, 2023, whichever is earlier.”

6. Appointment of Mr. Anish Kumar Sawarnya (holding DIN 08154578) as a 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 the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company Mr. Anish Kumar Sawarnya (holding DIN 08154578), who was appointed as an Additional Director of the Company by the Board of Directors as its meeting held on 18th June, 2018 and whose term of office expires at this Annual General Meeting and who had offered himself for appointment as Director and in respect of whom written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Anish Kumar Sawarnya as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 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 to the appointment of Mr. Anish Kumar Sawarnya (holding DIN 08154578) as an Executive Director of the Company for a period of 3 years w.e.f. 28-06-2018 without any remuneration with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Anish Kumar Sawarnya.”

7. Shifting of Registered Office of the Company from State of Tamil Nadu to State of Maharashtra

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Regional Director or the Central Government and

such other approvals, permissions and sanction, as may be required under the provisions of the said laws or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from “State of Tamil Nadu” to the “State of Maharashtra” and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause II.

‘II. The registered office of the Company will be situated in the State of Maharashtra.’

RESOLVED FURTHER THAT upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Tamil Nadu to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or the Secretary of the Company, be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

8. Amendment of Title of Incidental Object Clause of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), title of Clause III (B) of the objects incidental or ancillary to the attainment of the above main objects be and is hereby substituted with “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE.”

9. Deletion of Other Object Clause of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the Other Object Clause be and is hereby altered by deleting the Clause III (C) including sub-clauses 1 – 17 of the Memorandum of Association of the Company.”

10. Amendment of Liability Clause of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Clause IV of the Memorandum of Association of the Company be and is hereby altered by replacing the existing Clause IV with the following Clause IV:

Clause IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

11. Adoption of New Set of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the draft set of Articles of Association of the Company be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.”

Registered Office:

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

For and on behalf of the Board

Anish Sawarnya
DIN: 08154578
CHAIRMAN

Place: Chennai

Date: 3rd September, 2018

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 26, 2018 to September 29, 2018 (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. 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.
12. 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).
13. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. 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.
15. Members may please note that the Notice of the 24th Annual General Meeting and the Annual Report for 2018 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.
16. 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 24th 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 26, 2018 (9.00 a.m.)> and ends on <September 28, 2018 (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 22, 2018>, 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 22, 2018.
- (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 22, 2018 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) M/s. Anjana Sharma & Associates, Practicing Company Secretaries, Thane, 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 22, 2018 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 by e-mail to csanjanasharma@gmail.com with a copy marked to evoting@nsdl.co.in.
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:**

The Board of Director at their meeting held on 26th April, 2018 appointed Ms. Shweta Bharadwaja as an Additional Director of the Company. Ms. Shweta Bharadwaja holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Ms. Shweta Bharadwaja for the office of Director not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Ms. Shweta Bharadwaja has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets criteria of independence as provided in Section 149(6) of the Companies, Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

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

None of the 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.

Item No. 4:

The Board of Director at their meeting held on 28th June, 2018 appointed Mr. Hitesh Ugarchand Shah as an Additional Director of the Company. Mr. Hitesh Ugarchand Shah holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Hitesh Ugarchand Shah for the office of Director not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Mr. Hitesh Ugarchand Shah has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies, Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 4 to be passed by the members as an ordinary resolution.

None of the 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. 4.

Item No. 5:

The Board of Director at their meeting held on 28th June, 2018 appointed Mr. Govind Chavan Sidda as an Additional Director of the Company. Mr. Govind Chavan Sidda holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Govind Chavan Sidda for the office of Director not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Mr. Govind Chavan Sidda has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 5 to be passed by the members as an ordinary resolution.

None of the 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. 5.

Item No. 6:

The Board of Director at their meeting held on 28th June, 2018 appointed Mr. Anish Kumar Sawarnya as an Additional Director of the Company. Mr. Anish Kumar Sawarnya holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Anish Kumar Sawarnya for the office of Director liable to retire by rotation.

Further, the Board also appointed, subject to the approval of members, Mr. Anish Kumar Sawarnya as Director of the Company for a period of three years with effect from June 28, 2018.

Mr. Anish Kumar Sawarnya, aged about 37 years is having more than 10 years of experience in the capital market and his association with the Board will be of immense value to the overall progress of the Company.

The Board recommends the resolution at Item No. 6 to be passed by the members as an ordinary resolution.

None of the 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. 6.

Item No. 7:

Presently, the Company's Registered Office is located at State of Tamil Nadu. However, to have effective and smooth conduct of the Company's operations, the Board of Directors of the Company vide their authorization dated 03rd September, 2018, approved the shifting of registered office of the Company to its Corporate Office, situated at Office No 1/2 Casablanca A Wing, Old Ravi Raj Complex, Jesal Park, Bhayander (e), Thane – 401105 or any other place in the State of Maharashtra as may be determined by the Board of Directors of the Company and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to alter MOA of the Company and to obtain necessary approval of the Members by way of Special Resolution. The Board recommends the Resolution as set out at Item No. 7 for approval of the members as Special Resolution. The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Members. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the Company on all working days (Monday to Friday) between 11.00 A.M. to 2.00 P.M. up to the date of AGM.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolution, set out at Item No. 7 of the Notice.

Item No. 8:

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of incidental or ancillary to the attainment of the main objects of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The title – “The Objects incidental or ancillary to the attainment of the above main objects are” be and are hereby proposed to be replaced with the title “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”

The Board recommends the resolution at Item No. 8 to be passed by the members as a special resolution.

None of the 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. 8.

Item No. 9:

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Therefore Clause III (C) including sub-clauses 1 - 17 of the Memorandum of Association is proposed to be deleted.

The Board recommends the resolution at Item No. 9 to be passed by the members as a special resolution.

None of the 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. 9.

Item No. 10:

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends the resolution at Item No. 10 to be passed by the members as a special resolution.

None of the 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. 10.

Item No. 11:

The Existing regulations 1 to 184 of the Articles of Association are replaced by the new set of Articles of Association of the Company. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends the resolution at Item No. 11 to be passed by the members as a special resolution.

None of the 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. 11.

Registered Office:

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

For and on behalf of the Board

Anish Sawarnya
DIN: 08154578
CHAIRMAN

Date: 03-09-2018

ANNEXURE

PURSUANT TO REGULATION 26(4) AND 36(3) THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Vinesh Bharatbhai Pandya
Date of Birth	23-07-1976
No. of Equity Shares held	None
Qualification	B.Com.
Relationship with other Directors	None
Nature of Expertise Name of Companies in which he / she holds	Back office work
Directorship Names of Committees of the Companies of	Nil
which he / she holds membership	None

Name of Director	Ms. Shweta Bharadwaja
Date of Birth	31-01-1981
No. of Equity Shares held	None
Qualification	M.B.A. (Human Resources)
Relationship with other Directors	None
Nature of Expertise	Human Resources
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Hitesh Shah
Date of Birth	01-06-1960
No. of Equity Shares held	None
Qualification	B.Com.
Relationship with other Directors	None
Nature of Expertise	Experience in Stock Advisory Services
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Govind Chavan Sidda
Date of Birth	01-07-1963
No. of Equity Shares held	None
Qualification	PGDBM (IT)
Relationship with other Directors	None
Nature of Expertise	Working Experience in IT related compliances
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Anish Kumar Sawarnya
Date of Birth	19-07-1980
No. of Equity Shares held	None
Qualification	MBA (Marketing)
Relationship with other Directors	None
Nature of Expertise	Experience in Stock Advisory Services
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

DIRECTORS' REPORT

To,
The Members,
DJS Stock and Shares Limited

Your Directors have pleasure in presenting their **Twenty-Fourth 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, 2018**.

1 FINANCIAL HIGHLIGHTS

(Amount in ₹)

Sr. No.	Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
A	Total Revenue	80,44,829	82,22,868
B	Total Expenses	70,68,815	68,05,666
C	Profit/(Loss) Before Tax	9,76,014	14,17,202
D	Tax expense - Current Tax - Deferred Tax	2,46,000 (38,125)	2,70,000 (45,309)
E	Profit/(Loss) after Tax	7,68,139	11,92,511

2. Financial Performance:

During the year under review, the Company has earned Total Revenue of Rs. 8044829/- in comparison to Rs. 8222868/- during the previous year. The Company has earned net profit after tax of Rs. 768139/- in comparison of Rs. 1192511/- 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 Bombay Stock Exchange Ltd. (BSE). 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:

94.24% of the Company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2018 and balance 5.76% 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.

In accordance with the notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), 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.

Ind AS has replaced the existing Indian Generally Accepted Accounting Principles (GAAP) prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

Accordingly, the Company has adopted Indian Accounting Standard ("Ind AS") w.e.f. 1st April, 2017 with the transition date of 1st April, 2016 and the financial statements for the year ended 31st March, 2018 has been prepared in accordance with Ind AS. The financial statements for the year ended 31st March, 2017 have been restated to comply with Ind AS to make them comparable.

The effect of transition from GAAP to Ind AS has been explained by way of reconciliation in Standalone Financial Statements.

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:

In terms of Section 204 of the Act and Rules made there under, M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is annexed as "Annexure A" to this report. The report is self-explanatory and do not call for any further comments.

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 5 times during the financial year, the details of the same are being given in the Corporate Governance Report.

20. Directors and Key Managerial Personnel:**i. Appointment of Directors retiring by rotation:**

Mr. Vinesh Pandya (holding DIN 07337061), 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.

ii. Appointment of Woman Director:

The Board of Directors upon the Recommendations of the Nomination and Remuneration Committee appointed Ms. Shweta Bharadwaja (holding DIN 08114392) as an Additional Director on 26th April, 2018 in terms of Section 161(1) read with Section 149(1)(b) of the Companies Act, 2013.

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.

iii. 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.

21. 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.

22. 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.

23. 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.

24. 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.

25. 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.

26. 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.

27. 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.

28. 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.

29. 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.

30. 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.

31. Audit Committee:

The Audit Committee is comprised of three directors. The composition of the Audit Committee is as follows:-

Name	Designation	Category
Mr. Sunil Sharma	Chairman	Non-Executive Independent Director
Mr. Avinash Kumar	Member	Non-Executive Independent Director
Mr. Pratik Bhatt	Member	Executive Director

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

32. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is 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. Avinash Kumar	Member	Non-Executive Independent Director
Mr. Sunil Sharma	Member	Non-Executive Independent Director

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

33. 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 2017-18	% increase from previous year	Ratio/Times per Median of Employee Remuneration
Harish Sharma	Whole-time Director	3,90,000	8.33%	1.49

34. 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.

35. 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, 2018, 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, 2018 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.

36. 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:

Visweawaram, 132,
West Venkatasamy Road,
Ground Floor, R S Puram,
Coimbatore,
Tamil Nadu – 641 002.

For and on behalf of the Board

Harish Sharma
DIN: 07332874
Chairman

Date: 30th May, 2018.

ANNEXURE “B”

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2018

[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	Vishweawaram, 132 West Venkatasamy Road, Ground Floor, R S Puram, Coimbatore, Tamil Nadu - 641002.
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
NONE					

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	55.835	42130500	0	42130500	55.83	0
(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	55.835	42130500	0	42130500	5.83	0
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	9655207	97500	9752707	12.93	9727188	97500	9824688	13.02	0.095
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	12499559	4263000	16762559	22.22	12496359	4245350	16741709	22.19	0.028
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	5699734	0	5699734	7.55	5699734	0	5699734	7.55	0.000
c) Others									
i) NRI	64325	0	64325	0.09	64925	0	64925	0.09	0.001
ii) HUF	955794	0	955794	1.27	955794	0	955794	1.27	0.000
iii) Clearing Members	90381	0	90381	0.12	38650	0	38650	0.05	-0.069
SUB TOTAL (B)(2) :-	28965000	4360500	33325500	44.17	28982650	4342850	33325500	44.17	0.000
Total Public Shareholding (B)= (B)(1)+(B)(2)	28965000	4360500	33325500	44.165	28982650	4342850	33325500	44.165	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	71095500	4360500	75456000	100.000	71113150	4342850	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	55.835	0.00	42130500	55.835	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	Lunkad Textiles Pvt Ltd	653283	0.87	653283	0.87
5	Madanlal Harakchand Bagrecha	652500	0.86	653475	0.87
6	Manoj M Ruparael	546860	0.72	546860	0.72
7	Babubhai D Patel	541307	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	411600	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	-	4,337	-	4,337
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	4,337	-	4,337
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	4,337	-	4,337
Net Change	-	(4,337)	-	(4,337)
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 MDWTD/ 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	0	0	0
	(c) Profits in lieu of salary under section Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			0
	-as % of profit	0	0	0
	-others, Specify....	0	0	0
5	Others Sitting Fees	0	0	0
	Total (A) Ceiling as per the Act	3,90,000	-	3,90,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors	NIL	NIL
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2.	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			
		CS- Monika Choudhary	CFO	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) 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	-	-	-	-

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					

Annexure A

SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018.

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

To,
The Members,
DJS Stock And Shares Limited
CIN: L67120TZ1994PLC005030
Visweawaram, Ground Floor,
132, West Venkataswamy Road,
RS Puram, Coimbatore – 641 001.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2018** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Board Meetings and Annual General Meeting.
- (ii) The Securities 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 the following observations:

1. Non-appointment of Company Secretary & CFO under Section 203 of the Companies Act, 2013 Read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

We further report that

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

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

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

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

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

Lastly we report that since the company is engaged in other fin. Services hence no specific acts are applicable to the company and the status of the scrip of the company is suspended by the BSE.

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

R. C. Bagdi
Proprietor
C. P. No. – 2871

Place: Indore

Dated: 30th May, 2018

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

Annexure 1

To,
The Members,
DJS Stock And Shares Limited
CIN: L67120TZ1994PLC005030

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

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

For Ramesh Chandra Bagdi & Associates
Company Secretaries

R. C. Bagdi
Proprietor
C. P. No. – 2871

Place: Indore
Dated: 30th May, 2018

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, 2018

Director	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
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
Ms. Shweta Bharadwaja*	Non-Executive Independent Director	Nil	None	None

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

* From 26-04-2018

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) Board Meetings:

In financial year 2017-18, the Board met 5 times. The meetings were held on 30.05.2017, 21.08.2017, 05.09.2017, 14.12.2017 and on 14.02.2018.

Attendance of Directors in meetings held during the financial year 2017-2018:

Name of Directors	No. of Board Meeting Attendance attended in F.Y. 2017-2018	Attendance of Last AGM (30-09-2017)
Mr. Pratik Sudhir Bhatt	5	Yes
Mr. Avinash Kumar	5	Yes
Mr. Sunil Sharma	5	Yes
Mr. Manoj Kumar More	5	Yes
Mr. Bharat Ramanlal Pandya	5	Yes
Mr. Vinesh Bharatbhai Pandya	5	Yes
Mr. Harish Sharma	5	Yes
Ms. Shweta Bharadwaja	N.A.	N.A.

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 the 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
Ms. Shweta Bharadwaja	Independent Non-Executive	None

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

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2018:

Name of Directors	Category	No. of 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

Name of Directors	Category	No. of Shares held
Mr. Vinesh Bharatbhai Pandya	Professional Non-Executive	Nil
Ms. Shweta Bharadwaja	Independent 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

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 31.03.2018, four Audit Committee Meetings were held on 30-05-2017, 21-08-2017, 14-12-2017 and 14-02-2018.

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 2017-18
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 Satya Prakash Natani & Co.

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30th September, 2017 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, 2017 where the Annual Financial Statements for the year ended 31st March, 2017 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, 2017	30th May, 2017
Quarter ended 30th June, 2017	21st August, 2017
Quarter/Half Year ended 30th Sept. 2017	14th December, 2017
Quarter ended 31st December, 2017	14th February, 2018

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:

The Nomination and Remuneration Committee is comprised of three directors. During the financial year ended 31.03.2018, Three Committee Meetings were held on 30-05-2017, 14-12-2017 and 14-02-2018.

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 2017-18
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:

- (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 2017-18.

- (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, 2018 and shares held by them on that date are as follows:

Name	Remuneration	Shares held
Mr. Harish 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. Avinash Kumar, The Committee met twice during the year 2017-18 on 30-05-2017 and 14-12-2017. The Committee comprises of three Non Executive Directors, Details of composition are as under:

Name	Designation	Category	No. of Meetings attended during the year 2017-18
Mr. Avinash Kumar	Chairman	Non-Executive Independent Director	2
Mr. Sunil Sharma	Member	Non-Executive Independent Director	2
Mr. Pratik Bhatt	Member	Executive 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 the meetings	Location	Time
21st	30-09-2015	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9.30 a.m.
22nd	30-09-2016	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9.30 a.m.
23rd	30-09-2017	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9.30 a.m.

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

AGM Date	Special Resolutions passed
30-09-2015	Special Resolution passed for appointment of Managing Director
30-09-2016	No Special Resolution was passed
30-09-2017	No Special Resolution was passed

- (iii) Postal Ballot: During the year 2017-18, 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	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 29.09.2018	Time 9.00 a.m.	Venue Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641 001.
(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 BSE Limited, Mumbai
(v)	Listing Fees		The Company has paid the listing fees to the BSE Limited for the financial year ended 31st March, 2018.
(vi)	<u>Stock Code:</u> BSE ISIN		511636 INE234E01027
(vii)	Depository Connectivity		National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)
(vii)	Depository Connectivity		National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)
(viii)	Stock Market Data No data is available since no trade has taken place during the financial year 2017-18		
(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 Shareregistry (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 Shareregistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
(xi)	Share Transfer System: 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.

(xii) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2018:

(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	2376	95.31	22441568	29.74
Corporate Bodies	42	1.68	9824563	13.02
NRI	6	0.24	67925	0.09
HUF	58	2.33	955794	1.27
Clearing Member	8	0.32	35650	0.05
Total	2493	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	1879	75.36	3457770	4.58
5001-10000	231	9.27	1691204	2.24
10001-20000	151	6.06	2142600	2.84
20001-30000	64	2.57	1548323	2.05
30001-40000	52	2.09	1881625	2.49
40001-50000	30	1.20	1346060	1.78
50001-100000	39	1.56	2784078	3.69
100001 & above	47	1.89	60604340	80.32
Total	2493	100.00	75456000	100.00

(xiii) Dematerialization of Shareholding and liquidity	94.24% of the Company's Equity shares are Dematerialized as on 31.03.2018
(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: PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED 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	www.djsstocks.com

11. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

During the year 2017-18, 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 2017-18, 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, 2018. 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: 30th May, 2018

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, 2018 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, 2018

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):**Forward Looking Statement**

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

India – Recent Developments

FY 2017-18 marked a significant economic measure by the government: The Goods and Services Tax (GST) was implemented from July, 2017 as the nation moved to 'one nation-one tax'. The reform measure has helped India move into the Top 100 Club in World Bank's 'Global Ease of Doing Business' rankings.

The Indian economy continued to grow strongly, as the economy recovered in the 2 half post stabilization of the GST regime. Gross Domestic Product growth rate in FY 2017-18 was 6.7%, supported by consumption growth and government spending. With improving investments, there are signs that a recovery is underway. Industrial activity has rebounded with strong industrial production growth, led by a rise in consumption, manufacturing and electricity generation. Strong vehicle sales growth and improvement in road freight transport following stabilization of GST are further positive signs for continuing demand growth. Services indicators also show positive trends with services credit, services exports and imports clocking double digit growth.

Segment-wise/Product-wise Performance

Your Company has only one reporting segment. The revenue for the year was Rs. 71.57 lakh and the profit after tax was Rs. 7.68 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 upmost importance.

Financial Performance w.r.t. Operational Performance

During the year under review, the Company has earned Total Revenue of Rs. 80.44 lakh in comparison to Rs. 82.23 lakh during the previous year. The Company has earned net profit after tax of Rs. 7.68 lakh in comparison to Rs. 11.93 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 and Chief Financial Officer Certificate:

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 31st March, 2018 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 : 30th May, 2018

Pratik Bhatt
DIN: 00655368
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of
DJS Stocks & Shares Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of DJS Stocks & Shares Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statements for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2015, as amended, 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.

Auditors' Responsibility

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

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

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

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its performance, total comprehensive income, the changes in equity and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on basis of such checks of books and records of the company as we considered appropriate and according the information and explanations given to us, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. the Balance Sheet, the Statement of Profit and Loss 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, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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, 2018

NEXUS COMMODITIES AND TEXTILES LIMITED
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, 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, Goods & Service Tax and excise duty which have not been deposited on account of any disputes.
- (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) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any money by way of Term Loan during the year.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (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.

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

Place : Mumbai
Date: 30th May, 2018

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, 2018 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, 2018, 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, 2018

Satya Prakash Natani
Partner
Membership No.: 48091

BALANCE SHEET AS AT 31ST MARCH, 2018

(In ₹)

Particulars	Note No.	As at March 31st		As at April 1,
		2018	2017	2016
ASSETS				
Non Current Assets				
Property, plant & equipment	2	4,07,737	4,72,051	5,15,426
Intangible Assets		51,415	69,114	1,96,487
Financial Assets				
- Investment	3	4,73,36,669	4,73,36,669	4,73,36,669
Income Tax Assets (Net)	4	21,40,510	15,08,290	10,03,414
Current Assets				
Inventories	5	2,22,46,197	2,22,46,197	2,31,34,022
Financial Assets				
-Deposits	6	1,31,88,136	1,23,01,143	1,14,14,149
-Trade Receivables	7	2,07,03,275	2,09,85,252	2,88,63,827
-Cash & Cash Equivalents	8	8,36,23,109	8,74,44,766	8,44,60,621
Other Current Assets	9	3,57,48,172	3,17,13,860	1,05,74,119
Current Tax Assets	10	2,37,254	-	-
Total Assets		<u>22,56,82,475</u>	<u>22,40,77,342</u>	<u>20,74,98,735</u>
EQUITY & LIABILITIES				
Equity				
Equity Share Capital	11	7,54,56,000	7,54,56,000	7,54,56,000
Other Equity		5,04,57,904	4,96,89,765	4,84,63,220
Liabilities				
Deferred Tax Liability (Net)	12	26,656	64,781	1,44,124
Current Liabilities				
Financial Liabilities				
- Borrowings	13	-	4,337	-
- Trade Payables	14	98,68,787	3,11,20,897	3,18,65,847
- Other financial liabilities	15	8,82,50,128	6,64,16,021	5,04,88,763
Other Current Liabilities	16	16,23,000	13,25,540	10,80,781
Total Equity & Liabilities		<u>22,56,82,475</u>	<u>22,40,77,342</u>	<u>20,74,98,735</u>

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

Pratik Bhatt

Director

DIN 00655368

Place : Mumbai

Dated: 30th May 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2018

	Note No.	Year ended 31st March 2018 (₹)	Year ended 31st March 2017 (₹)
Revenue from Operations	17	71,57,835	72,79,056
Other Income	18	8,86,994	9,43,813
Total Income		80,44,829	82,22,868
EXPENSES			
Employee benefit expenses	19	35,39,631	28,44,655
Depreciation & amortization expenses	20	82,013	2,36,158
Finance cost	21	18,69,717	19,36,641
Other expenses	22	15,77,454	17,88,212
Total Expenses		70,68,815	68,05,666
Profit before Tax		9,76,014	14,17,202
Current Tax		2,46,000	2,70,000
Deferred Tax		-38,125	-45,309
Profit/ (Loss) for the period		7,68,139	11,92,511
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)		-	-
Total Comprehensive Income for the period		7,68,139	11,92,511
Earning per equity share	23		
Basic		0.01	0.02
Diluted		0.01	0.02

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

Pratik Bhatt
Director
DIN 00655368

Place: Mumbai
Dated: 30th May 2018

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, 2016	7,54,56,000	4,84,63,220	12,39,19,220
Change in accounting policy or prior period errors Restated balance at the beginning of the reporting period	-	-	-
Total Comprehensive income for the year	-	11,92,511	11,92,511
Change in deferred tax liability	-	34,034	34,034
Balance as of March 31, 2017	7,54,56,000	4,96,89,765	12,51,45,765
Balance as of April 1, 2017	7,54,56,000	4,96,89,765	12,51,45,765
Change in accounting policy or prior period errors Restated balance at the beginning of the reporting period	-	-	-
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

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

Pratik Bhatt
Director
DIN 00655368

Place: Mumbai
 Dated: 30th May 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

in ₹

	For the year ended March 31,	
	2018	2017
Profit after tax	7,68,139	11,92,511
Adjustment to reconcile net profit to net cash provided by operating activities		
Depreciation & amortization	82,013	2,36,158
Interest & dividend Income	(8,86,994)	(9,43,813)
Finance Expenses	8,93,555	8,91,510
Change in assets & liabilities		
Investments	-	-
Trade receivables	2,81,977	78,78,575
Income Tax Assets	(6,32,220)	(5,04,876)
Inventories	-	8,87,825
Current Tax Assets	(2,37,254)	-
Deposits	(8,86,994)	(8,86,994)
Other Assets	(40,34,312)	(2,11,39,741)
Trade payables	(2,12,52,110)	(7,44,950)
Deferred Tax	(38,125)	(45,310)
Other financial & other liabilities	2,21,31,566	1,61,72,018
Cash generated from operating activities	(38,10,760)	29,92,914
Income Tax Paid	-	-
Net Cash generated from operating activities	(38,10,760)	29,92,914
Cash flow from investing activities		
Interest & dividend Income	8,86,994	9,43,813
Purchase of Property, plant & equipment	-	(65,410)
	8,86,994	8,78,403
Cash flow from financing activities		
Borrowings	(4,337)	4,337
Finance Cost	(8,93,555)	(8,91,510)
	(8,97,892)	(8,87,173)
Net cash generated	(38,21,657)	29,84,144
Cash & cash equivalents at the beginning of the year	8,74,44,766	8,44,60,621
Cash & cash equivalents at the end of the year	8,36,23,109	8,74,44,766

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

Pratik Bhatt
Director
DIN 00655368

Mumbai
May 30, 2018

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 company has adopted the Indian Accounting Standards and the adoption was carried out in accordance with Ind AS 101 First-Time Adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliation and description of effect of the transition have been summarized in Note 24.

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
Carrying value as of April 1, 2017	1,10,372	26,219	4,956	3,30,504	69,114	5,41,165
Gross carrying value as of April 1, 2016	15,11,884	5,24,380	10,000	98,63,053	13,82,262	1,32,91,579
Additions	-	-	-	65,410	-	65,410
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2017	15,11,884	5,24,380	10,000	99,28,463	13,82,262	1,33,56,989
Accumulated depreciation as of April 1, 2016	13,25,701	4,98,161	3,144	95,66,885	11,85,775	1,25,79,666
Depreciation for the year	75,811	-	1,900	31,074	1,27,373	2,36,158
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2017	14,01,512	4,98,161	5,044	95,97,959	13,13,148	1,28,15,824
Carrying value as of March 31, 2017	1,10,372	26,219	4,956	3,30,504	69,114	5,41,165
Carrying value as of April 1, 2016	1,86,183	26,219	6,856	2,96,168	1,96,487	7,11,913

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	As at March 31,		As at April 1,
	2018	2017	2016
Note 3: Investments			
Investment	4,73,36,669	4,73,36,669	4,73,36,669
	4,73,36,669	4,73,36,669	4,73,36,669
Note 4: Income Tax Assets (Net)			
Income Tax Assets	21,40,510	15,08,290	10,03,414
	21,40,510	15,08,290	10,03,414
Note 5: Inventories			
Quoted			
Shares	2,22,46,197	2,22,46,197	2,31,34,022
	2,22,46,197	2,22,46,197	2,31,34,022
Note 6: Deposits			
(Unsecured, Considered Good)			
Deposits	1,31,88,136	1,23,01,143	1,14,14,149
	1,31,88,136	1,23,01,143	1,14,14,149
Note 7: Trade Receivables			
Secured, considered good			
Debts outstanding for over six months from the date they are due for payment	2,07,03,275	-	-
Others	-	2,09,85,252	2,88,63,827
	2,07,03,275	2,09,85,252	2,88,63,827
Note 8: Cash & Cash Equivalents			
Balance with Banks	8,33,50,252	8,71,76,307	8,42,89,245
Cash on Hand	2,72,857	2,68,459	1,71,376
	8,36,23,109	8,74,44,766	8,44,60,621
Note 9: Others Assets - Current			
Others	3,57,48,172	3,17,13,860	1,05,74,119
	3,57,48,172	3,17,13,860	1,05,74,119
Note 10: Current Tax Assets			
Goods and Service Tax	2,37,254	-	-
	2,37,254	-	-

Notes to Financial Statements

Particulars	As at March 31,		As at April 1,
	2018	2017	2016
Note 11: 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	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	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	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	7,54,56,000
Details of shareholders holding more than 5% shares as at year end			

Name of Shareholders	As at March 31, 2018		As at March 31, 2017	
	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 12: Deferred Tax Asset (Net)				
Deferred Tax Asset		26,656	64,781	1,44,124
		26,656	64,781	1,44,124
Note 13: Borrowings - Current				
Unsecured				
From Body Corporates		-	4,337	-
		-	4,337	-
Note 14: Trade Payables				
Micro, Small and Medium Enterprises		-	-	-
Others		98,68,787	3,11,20,897	3,18,65,847
		98,68,787	3,11,20,897	3,18,65,847
Note 15: Other Financial Liabilities - Current				
Client Margin		8,82,50,128	6,64,16,021	5,04,88,763
		8,82,50,128	6,64,16,021	5,04,88,763
Note 16: Other Current Liabilities				
Statutory Dues		68,428	60,459	66,230
Other Dues		15,54,572	12,65,081	10,14,551
		16,23,000	13,25,540	10,80,781

Notes to Standalone Financial Statements

Particulars	Year ended 31st March 2018 (₹)	Year ended 31st March 2017 (₹)
Note 17: Revenue from Operations		
Revenue from Operations	71,57,835	72,79,056
	71,57,835	72,79,056
Note 18: Other Incomes		
Other Non Operating Income	-	56,819
Interest Income on Deposits	8,86,994	8,86,994
	8,86,994	9,43,813
Note 19: Employee benefit expense		
Salary	33,00,065	27,90,192
Staff Welfare Expenses	2,39,566	54,463
	35,39,631	28,44,655
Note 20: Depreciation & amortization expenses		
Depreciation	82,013	2,36,158
	82,013	2,36,158
Note 21: Finance Cost		
Banks and Clearing Charges	9,76,163	10,45,131
Interest Expenses	8,93,555	8,91,510
	18,69,717	19,36,641
Note 22: Other expenses		
Conveyance Expenses	14,230	7,405
Demat Charges	27,644	25,559
Electricity Expenses	58,710	64,190
Office Expenses	1,80,158	1,77,684
Payment to Auditors	40,000	40,000
Printing & Stationary Expenses	11,629	18,434
Professional Fees	1,10,136	1,51,500
Rent, Rate & Taxes	49,500	52,835
Repairs & Maintenance	3,74,310	3,48,801
SEBI Turnover Tax	-	9,266
Stock Exchange Expenses	6,67,587	8,56,098
Telephone and Postage Expenses	43,550	36,440
	15,77,454	17,88,212
Note 22.1 Payment to Auditors		
Audit Fees	40,000	40,000
	40,000	40,000
Note 23: Earning Per Share		
Total Comprehensive Income for the period	7,68,139	11,92,511
Weighted Average Number of Equity Shares	7,54,56,000	7,54,56,000
Basic & Diluted Earning Per Share	0.010	0.016

Note 24.1.1: Reconciliation of equity previously reported under IGAAP to Ind AS

Particulars	Opening Balance Sheet as at April 1, 2016			Balance Sheet as at March 31, 2017		
	IGAAP	Effect of transition to Ind AS	Ind AS	IGAAP	Effect of transition to Ind AS	Ind AS
ASSETS						
Non Current Assets						
Property, plant & equipment	5,15,426	-	5,15,426	4,72,051	-	4,72,051
Intangible Assets	1,96,487	-	1,96,487	69,114	-	69,114
Financial Assets						
- Investment	4,73,36,669	-	4,73,36,669	4,73,36,669	-	4,73,36,669
Income Tax Assets (Net)	10,03,414	-	10,03,414	15,08,290	-	15,08,290
Current Assets						
Inventories	2,31,34,022	-	2,31,34,022	2,22,46,197	-	2,22,46,197
Financial Assets						
-Deposits	1,65,94,077	51,79,928	1,14,14,149	1,65,94,077	42,92,934	1,23,01,143
-Trade Receivables	2,88,63,827	-	2,88,63,827	2,09,85,252	-	2,09,85,252
-Cash & Cash Equivalents	8,44,60,621	-	8,44,60,621	8,74,44,766	-	8,74,44,766
Other Current Assets	53,94,191	(51,79,928)	1,05,74,119	2,74,20,925	(42,92,934)	3,17,13,860
Total Assets	20,74,98,735	-	20,74,98,735	22,40,77,342	-	22,40,77,342
Equity						
Equity Share Capital	7,54,56,000	-	7,54,56,000	7,54,56,000	-	7,54,56,000
Other Equity	4,89,02,199	(4,38,979)	4,84,63,220	5,00,94,710	4,04,945	4,96,89,765
Liabilities						
Non-current Liabilities						
Deferred Tax Liabilities (Net)	(2,94,855)	4,38,979	1,44,124	(3,40,164)	(4,04,945)	64,781
Current Liabilities						
Financial Liabilities						
- Borrowings	-	-	-	4,337	-	4,337
- Trade Payables	3,18,65,847	-	3,18,65,847	3,11,20,897	-	3,11,20,897
- Other financial liabilities	5,04,88,763	-	5,04,88,763	6,64,16,021	-	6,64,16,021
Other Current Liabilities	10,80,781	-	10,80,781	13,25,540	-	13,25,540
Total Equity & Liabilities	20,74,98,735	-	20,74,98,735	22,40,77,342	0	22,40,77,342

Note 24.1.2: Reconciliation Statement of Profit & Loss as previously reported under IGAAP to Ind AS

Particulars	Year ended March 31, 2017		
	IGAAP	Effect of transition to Ind AS	Ind AS
Revenue from Operations	72,79,056	-	72,79,056
Other Income	56,819	8,86,994	9,43,813
Total Income	73,35,875	8,86,994	82,22,868
EXPENSES			
Employee benefit expense	28,44,655	-	28,44,655
Depreciation & amortization expenses	2,36,158	-	2,36,158
Finance Cost	10,49,647	(8,86,994)	19,36,641
Other expenses	17,88,212	-	17,88,212
Total Expenses	59,18,673	(8,86,994)	68,05,666
Profit before Tax	14,17,202	-	14,17,202
Current Tax	2,70,000	-	2,70,000
Deferred Tax	(45,309)	-	(45,309)
Tax Expenses	2,24,691	-	2,24,691
Profit/ (Loss) for the period	11,92,511	-	11,92,511
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the period	11,92,511	-	11,92,511

Note 24: First-time adoption of Ind-AS

These financial statement of DJS Stocks & Shares Limited for the year ended March 31, 2018 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statement, disclosure in the notes thereto and accounting policies and principles. The accounting policies set out in Note 1 have been applied in preparing the standalone financial statement for the year ended March 31, 2018 and comparative information. An explanation of how the transition from previous GAAP to Ind AS has effected the Company's Balance Sheet and Statement of Profit & Loss, set out in Notes 24.1.1 and 24.1.2. Exemption on first-time adoption of Ind AS availed in accordance with Ind AS 101 have been set in Note 24.1

Note 24.1: Deemed cost for property, plant and equipment

The Company has elected to continue with the carrying value of all of its plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Note 25: 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 26: 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 27: 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	2016-17	2017-18
Short-term employment benefit	3,90,000	3,60,000

Note 29: Contingent Liabilities

Particulars	2016-17	2017-18
Bank Guarantee	6,00,00,000	6,00,00,000

Note 30: Previous year figures

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

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

Pratik Bhatt
Director
DIN 00655368

Harish Sharma
Director
DIN 07332874

Mumbai
May 30, 2018

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, Tamil Nadu - 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 24th Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 9:00 a.m. 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, 2018 including the audited Balance Sheet, statement of Profit & Loss Account and Cash Flow Statement for the year ended as on that date together with the report of Directors' and Auditors' thereon.
2.	Re-appointment of Mr. Vinesh Pandya (holding DIN 07337061) as Director who retires by rotation.
3.	Appointment of Ms. Shweta Bharadwaja (Holding DIN 08114392) as Independent Director of the Company.
4.	Appointment of Mr. Hitesh Shah (Holding DIN 06770329) as Independent Director of the Company.
5.	Appointment of Mr. Govind Chavan Sidda (Holding DIN 01608768) as Independent Director of the Company.
6.	Appointment of Mr. Anish Kumar Sawarnya (Holding DIN 08154578) as Director of the Company.
7.	Shifting of Registered Office of the Company from State of Tamil Nadu to State of Maharashtra.
8.	Amendment of Title of Incidental Object Clause of the Memorandum of Association.
9.	Deletion of other Object Clause of the Memorandum of Association.
10.	Amendment of Liability Clause of the Memorandum of Association.
11.	Adoption of New Set of Articles of Association of the Company.

Signed this day of 20....

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

Revenue
Stamp

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, 2018 including the audited Balance Sheet, statement of Profit & Loss Account and Cash Flow statement for the year ended as on that date together with the report of Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Vinesh Pandya (holding DIN 07337061) as Director who retires by rotation.			
3.	Appointment of Ms. Shweta Bharadwaja (Holding DIN 08114392) as Independent Director of the Company.			
4.	Appointment of Mr. Hitesh Shah (Holding DIN 06770329) as Independent Director of the Company.			
5.	Appointment of Mr. Govind Chavan Sidda (Holding DIN 01608768) as Independent Director of the Company.			
6.	Appointment of Mr. Anish Kumar Sawarnya (Holding DIN 08154578) as Director of the Company.			
7.	Shifting of Registered Office of the Company from State of Tamil Nadu to Mumbai, State of Maharashtra.			
8.	Amendment of Title of Incidental Object Clause of the Memorandum of Association.			
9.	Deletion of other Object Clause of the Memorandum of Association.			
10.	Amendment of Liability Clause of the Memorandum of Association.			
11.	Adoption of New Set of Articles of Association of the Company.			

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 24th Annual General Meeting of the Company held on **Saturday, 29th September, 2018** at 9.00 a.m. 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.

BOOK-POST

If undelivered, please return to :

DJS STOCK AND SHARES LIMITED

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