

ANNUAL REPORT

2021-2022

DJS STOCK

AND

SHARES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	1. Mr. Manoj Kumar More 2. Mr. Harish Sitaram Sharma 3. Mr. Anish Kumar Ram Kishori Sawarnya 4. Mr. Govind Sidda Chavan 5. Ms. Shweta Bharadwaja 6. Ms. Neha Kailash Bhageria
COMPANY SECRETARY	:	Ms. Komal Agarwal
REGISTERED OFFICE	:	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore - 641 001
CORPORATE OFFICE	:	A/128-129, Ostwal Ornate Building No. 1 CHSL, Near Jain Mandir, Jesal Park, Bhayander (East), Thane - 401 105
BANKERS	:	Axis Bank Limited Mumbai
AUDITORS	:	M/s. Satya Prakash Natani & Co. Chartered Accountants
SECRETARIAL AUDITORS	:	M/s. Nitesh Chaudhary & Associates Practicing Company Secretary
SHARE TRANSFER AGENTS	:	Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai - 400 011.
SHARES LISTED AT	:	BSE Limited

NOTICE

Notice is hereby given that **the 28th Annual General Meeting** of the members of **DJS Stock And Shares Limited** will be held on **Thursday, 29th September, 2022 at 05:00 p.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

2. **Appointment of Director who retires by rotation:**

To appoint a Director in place of Mr. Manoj Kumar More (holding DIN 00040190), who retires by rotation, and being eligible, offers himself for reappointment.

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

“RESOLVED THAT Mr. Manoj Kumar More (holding DIN 00040190), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company.”

3. **Reappointment of Statutory Auditors 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 provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Satya Prakash Natani & Co. (having Firm Registration No. 115438W), Chartered Accountants, Mumbai be and are hereby reappointed as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 28th Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027 at a remuneration as may be mutually agreed between M/s. Satya Prakash Natani & Co. and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Aniruddh Parashar (holding DIN 02576496) 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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Aniruddh Parashar (holding DIN 02576496), who was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from 13th August, 2022 and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the Company at a remuneration of Rs. 1,00,000/- p.a. (Rupees One Lakh Only), whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Mr. Harish Sitaram Sharma (holding DIN 07332874) as a Managing Director 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 Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company be and is hereby accorded to the appointment of Mr. Harish Sitaram Sharma (holding DIN 07332874) as the Managing Director of the Company for a period of 5 (five) years from August 13, 2022 to August 12, 2027 on the terms and conditions of appointment including the payment of remuneration as set out in the Explanatory Statement annexed to Notice convening this Meeting, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration including periodical increase in his remuneration as may be permissible within the overall remuneration limits in accordance with Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. Harish Sitaram Sharma, the remuneration payable to him by way of salary, allowances and perquisites shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

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

sd/-

Harish Sitaram Sharma

DIN: 07332874

Managing Director

Dated: 30th August, 2022

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), during the calendar year 2022. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 28th AGM of the Company is being held through VC / OAVM
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting through VC / OAVM are requested to send to Company a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf.
4. The attendance of members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of Companies Act, 2013.

5. 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.
6. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
7. The Register of Members and the Share Transfer Books of the Company will be closed from September 23, 2022 to September 29, 2022 (both days inclusive).
8. In accordance with, the circulars issued by MCA and Securities and Exchange Board of India ('SEBI'), owing to the difficulties involved in dispatching of physical copies of the Annual Report of the Company and the Notice of AGM, the same are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants (DP).
9. Members who have not registered their e-mail addresses so far are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
10. 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).
11. 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.
12. The Securities and Exchange Board of India ("SEBI") has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
13. 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.

14. Members may please note that the Notice of the 28th Annual General Meeting and the Annual Report for the year ended 31st March, 2022 will also be available on the Company's website www.djsstocks.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: djss2011@gmail.com.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
16. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. The detailed instructions for joining the Meeting through VC / OAVM form part of the Notes to this Notice.
17. M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Mumbai, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
18. **Instructions for shareholders for registration of E-mail Ids and Bank Details:**
 - (i) **For Temporary Registration of e-mail id for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com. On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - (ii) **For Permanent Registration of e-mail id for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(iii) Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Shareregistry (India) Pvt. Ltd., by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com. On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(iv) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Shareregistry (India) Pvt. Ltd., by sending E mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

(v) Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

19. 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 28th 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, 2022 (9.00 a.m.) and ends on September 28, 2022 (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, 2022, 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, 2022.
- (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, 2022 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) 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, 2022 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.
- (i) **The instructions of remote e-voting are as under:**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to 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 ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30_or send a request at evoting@nsdl.co.in

20. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to djss2011@gmail.com
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID +CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to djss2011@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

21. Instructions for e-voting during the AGM are as under:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

22. Instructions for attending the AGM through VC / OAVM are as under:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at djss2011@gmail.com
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at djss2011@mail.com. The same will be replied by the company suitably.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Explanatory Statement under Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 13th August, 2022 appointed Mr. Aniruddh Parashar as an Additional Director of the Company with effect from 13th August, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Aniruddh Parashar holds office upto the date of ensuing Annual General Meeting. The Company has received notice under Section 160 of the Act from a member proposing the candidature of Mr. Aniruddh Parashar as a Director of the Company.

Mr. Aniruddh Parashar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Board of Directors is of the opinion that Mr. Aniruddh Parashar is a person of integrity and has relevant experience and expertise for being appointed as a Director. The Board considers that the knowledge, expertise and experience as possessed by Mr. Aniruddh Parashar will be of immense benefit and value to the Company and it is desirable to avail services of Mr. Aniruddh Parashar as a Director of the Company.

The information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings is provided in annexure to this Notice.

Based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for the approval by the members.

Except Mr. Aniruddh Parashar, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No.5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 13, 2022 has re-designated Mr. Harish Sitaram Sharma as the Managing Director of the Company for a term of 5 years commencing from 13th August, 2022 till 12th August, 2027.

The terms and conditions of the appointment of Mr. Harish Sitaram Sharma as a Managing Director are given below:

A. Tenure of appointment:

The appointment of Mr. Harish Sitaram Sharma shall be for a period of five years with effect from 13th August 2022 upto 12th August 2027.

B. Remuneration:

Mr. Harish Sitaram Sharma shall be paid remuneration of Rs. 1,00,000/- p.a. (Rupees One Lakh Only) which is inclusive of salary, allowances, perquisites and benefits, if any.

The perquisites and benefits, if any, shall be valued as per Income Tax Rules, 1962. Any time during the term of these five years, the remuneration payable to Mr. Harish Sitaram Sharma may be revised by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the Managing Director and his contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.

Shareholders' approval is also being sought to empower the Board to vary the terms of employment, including the remuneration from time to time based on the exigencies of business, but within the limits prescribed by the Companies Act, 2013.

C. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the tenure of Mr. Harish Sitaram Sharma, the Company has no profits or its profits are inadequate, the above remuneration shall be treated as minimum remuneration payable, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Nature of Duties:

The Managing Director shall have all powers and authorities which remain vested with him under the Companies Act, 2013 and Articles of Association of the company and the Managing Director shall be entitled to the management and control of whole of the affairs of the company.

E. Other terms & conditions:

The terms and conditions of the above appointment shall be within the overall limits of Section 197 of the Act read with Schedule V to the Companies Act, 2013, if applicable and as may be amended from time to time.

Based on recommendation of Nomination and Remuneration Committee, the Board recommends Special Resolution as set out at Item No. 5 of the Notice of the AGM for the approval by the members.

Except Mr. Harish Sitaram Sharma, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Registered Office:

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

Dated: 30th August, 2022

For and on behalf of the Board

sd/-

Harish Sitaram Sharma
DIN: 07332874
Managing Director

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

1.

Name of Director	Mr. Manoj Kumar More
Date of Birth	01-05-1971
No. of Equity Shares held	Nil
Qualification	Chartered Accountant
Relationship with other Directors	None
Nature of Expertise	Having vast experience in Accounts, Finance, Taxation, Shares and Commodity Exchange.
Name of Companies in which he / she holds Directorship	1. Ken Financial Services Limited 2. Sumangal Commodities Private Limited 3. Acquitro Financial Services Private Limited 4. Sumangal Shares & Securities Pvt. Ltd.
Names of Committees of the Companies of which he / she holds membership	Nomination and Remuneration Committee

2.

Name of Director	Mr. Harish Sitaram Sharma
Date of Birth	06-06-1969
No. of Equity Shares held	Nil
Qualification	Commerce Graduate
Relationship with other Directors	None
Nature of Expertise	Having more than 20 years' experience in Shares Trading Analysis
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	1. Audit Committee 2. Stakeholder Relationship Committee

3.

Name of Director	Mr. Aniruddh Parashar
Date of Birth	25-08-1985
No. of Equity Shares held	Nil
Qualification	Commerce Graduate
Relationship with other Directors	None
Nature of Expertise	Work experience of more than 15 years in companies dealing in shares and securities
Name of Companies in which he / she holds Directorship	1. Sumangal Commodities Private Limited 2. Sumangal Shares & Securities Private Limited
Names of Committees of the Companies of which he / she holds membership	Nil

DIRECTORS' REPORT

To,
The Members,
DJS Stock and Shares Limited

Your Directors have pleasure in presenting their **28th 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, 2022.

1. Financial Results:

The financial results are summarized below:

(Amount in hundreds)			
Sr. No.	Particulars	For the year ended 31 st March 2022	For the year ended 31 st March 2021
A	Total Revenue	14,516	40,794
B	Total Expenses	1,42,522	1,33,442
C	Profit/(Loss) Before Tax	(1,28,006)	(92,648)
D	Tax expense		
	- Current Tax	-	-
	- Deferred Tax	58	56
E	Profit/(Loss) after Tax	(1,28,064)	(92,704)

2. Financial Performance:

It has been a very tough year globally with the pandemic and the various lockdowns. We pray that all our shareholders, their families, the company's board of directors and all the staff of DJS Stock and Shares Limited (hereinafter referred to as 'DJS' or 'the Company') are safe and continue to stay healthy.

It has been a difficult year for the company too as we had to manage with minimal staff. I would like to take the opportunity here itself to thank our staff for being extra cooperative and attending office in these trying times. It was a major turnaround year for the markets. Given the pandemic it is hard to imagine how well the markets have performed globally. It has been a concerted effort globally by governments and central banks to support the economy and the markets in the best possible way. The current fiscal year has begun on a good positive note for both the markets and for our company. As we continue to strive to grow the Institutional business, we are seeing better momentum in our retail segment too. We expect markets to remain robust and thus are optimistic for the rest of the year.

DJS Stock and Shares Limited is engaged in Share Broking activities, Trading and Investment in equities and with the opening up of all major business markets after the second wave of pandemic, there are huge emerging opportunities. DJS's young and energetic team is always in readiness to grab such opportunities. DJS's management team foresees a bright future ahead.

During the year under review, the Company has earned Total Revenue of Rs. 14,516 hundred in comparison to Rs. 40,794 hundred during the previous financial year. The total expenses has been increased from Rs. 133,442 hundred to Rs.142,522 hundred due to which there is loss of Rs. 128,064 hundred in comparison with loss of Rs. 92,704 hundred during the previous year. There was a deferred tax of Rs. 58 hundred compared to Rs. 56 hundred for the previous financial year. The Company is trying hard to grab the market opportunities and make it into a profit making Company.

According to the data analysis and interpretation many new demat accounts were opened but lot of them were opened with online trading platforms. Some clients of traditional broking system also shifted towards the online discount broking system. But the clients who switched platforms soon came back to traditional system, reason being most of the clients felt the lack of good customer care services, advice from experienced stock brokers, additional services like portfolio management, estate planning, tax advice, etc. Most of the clients do not have sufficient time or the fundamental and technical analysis skills to select stocks for investment or trading. Thus, forcing clients to move back to the traditional broking system.

The industry giants and big players of the market neither shifted nor are going to shift towards online discount broking system because they require the expertise, experience and premium services provided by the traditional system which our Company is providing. Moreover, technical issues and glitches in online broking systems cause problems and delay in execution of big trades (large order quantities) which is definitely not preferred by the big players of the market.

As far as SEBI's new margin norms are concerned the stricter regulations are brought to minimise the risk of frauds. As earlier some brokers were illegally transferring client's investments to their own account and were pledging them without authorisation. As a result of the norms clients now have to pay either the upfront cash margin or pledge the shares to cover margin. Even if the traditional broking houses are forced to cut down their brokerage charges which is apparently a major portion of their income, they will be able to survive in the market as these broking houses have other by-products and have entered new spaces like insurance, fund management for private entities, From the above stated observations it can be concluded that though online discount broking system has gained popularity in past few years, traditional broking system is here to stay as it has the trust and reliability of many clients and amidst the inherently volatile market and pressing times, expert guidance of full service brokers is a necessity. In the coming future both the traditional and online discount broking systems will be existing cohesively.

3. The Covid-19 Pandemic:

Financial Year 2021-22 was once again dominated by the COVID-19 pandemic as new waves of infection swept across countries. In India, the second wave (called 'Delta') proved far more deadly than the first that struck in 2020. The advent of the highly transmissible variant 'Omicron' in early January 2022 (the third wave) spread much dread across the world. During this wave, India's daily number of reported cases peaked to nearly 350,000 on January 20, 2022 and the active case load was over 22 million as on January 23, 2022. Fortunately, while highly transmissible, Omicron was not as clinically deadly as Delta. So, while many got infected, almost all got well again within a week or so, without hospitalization and mortality.

4. **Dividend & Reserves:**

The Board of Directors has decided not to recommend any dividend on the Equity Shares of the Company during the year under review and no amount of profit earned during the year was transferred to General Reserve.

5. **Management Discussion & Analysis:**

DJS Stock and Shares Limited is engaged in Share Broking activities, Trading and Investment in equities and with the opening up of all major business markets after the second wave of pandemic, there are huge emerging opportunities. DJS's young and energetic team is always in readiness to grab such opportunities. There is no material change between the end of the financial year and the date of the report which may affect the financial position of the Company. Management Discussion & Analysis report is being given under Corporate Governance Report.

6. **Listing With Stock Exchanges:**

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

7. **Dematerialization of Shares:**

94.37% of Company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2022 and the balance 5.63% is in physical form. The Company's Registrar and Transfer Agent is M/s. Purva Sharegistry (India) Private Limited having their registered office at Unit No.9, Shiv Shakti Industrial Estate, Gr Floor, J R Bhoricha Marg, Lower Parel, Mumbai - 400 011.

8. **Internal Financial Controls:**

The Board of Directors of our Company have adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to your Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. During the year under review, such controls were tested and no reportable material weaknesses in the design or operation were observed.

9. **Finance & Accounts:**

The Board after assessing the capital buffers, liquidity levels and the impact of COVID-19 on the operations of the Company did not raised any finance by issue of any securities during the year under review. Company has adequate financial resources at its disposal for carrying on its business. Our company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and profit for the F.Y. 2021-22.

10. **Subsidiaries, Joint Ventures and Associates Companies:**

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

11. **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.

12. **Statutory Auditors:**

(a) M/s. Satya Prakash Natani & Co. (having Firm Registration No. 115438W), Chartered Accountants, Mumbai, hold office till the conclusion of the ensuing Annual General Meeting and being eligible offers themselves for reappointment. The Board recommends the reappointment of M/s. Satya Prakash Natani & Co. (having Firm Registration No. 115438W), Chartered Accountants, Mumbai as the Statutory Auditors of the Company for a term of five years i.e. from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2027 for the approval of the members.

(b) The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

13. **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Mumbai, as the Secretarial Auditors of the Company to undertake secretarial audit of the Company. A report from the secretarial auditor in the prescribed Form MR-3 is annexed to this Report. As regards remarks of the Secretarial Auditors, we submit that the process of revocation of suspension in trading of securities of the company is being carried out by the Company.

14. **Internal Auditors:**

The internal audit function provides an independent view to the Board of Directors, the Audit Committee and the Senior Management on the quality and efficacy of the internal controls, governance systems and processes.

In terms of Section 138 of the Companies Act, 2013 and Rules made thereunder, M/s. V.P. Agarwal & Co., Chartered Accountants has been appointed as Internal Auditors of the Company.

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 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 the Company.

16. **Annual Return:**

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at www.djsstocks.com.

17. **Foreign Exchange Earnings / Outgo:**

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

18. **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.

19. **Human Resources:**

The Company firmly believes that Human Capital is its most important asset. During COVID – 19 pandemic, the health, safety and wellbeing of the employees and their families remained our top priority. The Company has embarked on its journey of "Happiness at the workplace" which has helped to look at employee engagement in a more holistic way.

20. **Meetings of the Board:**

The Board of Directors duly met 5 (five) times during the financial year, the details of the same are given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

21. **Disqualification of Directors:**

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

22. **Directors and Key Managerial Personnel:**

(i) **Appointment of Additional Director:**

The Board of Directors of the Company appointed Ms. Neha Kailash Bhageria (holding DIN 09217784) as an Additional Director - Independent Woman Director with effect from 30th June, 2021. Subsequently, the members of the Company, at their meeting held on 30th September, 2021, appointed Ms. Neha Kailash Bhageria as an Independent Director of the Company.

(ii) **Appointment of Additional Director:**

The Board of Directors of the Company appointed Mr. Aniruddh Parashar (holding DIN 02576496) as an Additional Executive Director on the Board with effect from the close of business hours of 13th August, 2022

(iii) **Change in the designation of Mr. Harish Sitaram Sharma from Whole-time Director to the Managing Director:**

The Board of Directors of the Company, subject to the approval of the members of the Company, changed the designation of Mr. Harish Sitaram Sharma (holding DIN 07332874) from Whole-time Director to Managing Director of the Company for a period of 5 years with effect from 13th August, 2022.

(iv) **Appointment of Directors retiring by rotation:**

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

(v) **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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

23. **Vigil Mechanism:**

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 177(10) of the Companies Act, 2013 (“Act”) and Regulations 22 of the Listing Regulations our Company has adopted a Vigil Mechanism Framework (“Framework”).

The objective of the Framework is to establish a redressal forum, which addresses all concerns raised on questionable practices and through which the Directors and employees can raise actual or suspected violations. The mechanism framed by our Company is in compliance with requirement of the Act and is available on the website of the Company at www.djsstocks.com.

24. **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.

25. **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 as set out in the notes to the accompanying financial statements of your Company.

26. **Related Party Transactions:**

Contracts/arrangement/transactions entered by the Company during Financial Year 2021-2022 with related parties were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. All related party transactions entered during the F.Y. 2021-22 were on arm's length basis and no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

Details of transactions with related parties during Financial Year 2021-2022 are provided in the notes to the financial statements. There were no transaction requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this report.

27. **Risk Management:**

The Company has long been following the principle of risk minimization as its norm in every industry. In accordance with Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk further includes financial risk, political risk, fidelity risk and legal risk. As a matter of policy, these risks are assessed and appropriate steps are taken to mitigate the same.

28. **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.

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

During the year, there were no significant and material orders passed by Regulators or Courts or Tribunal impacting the going concern status of the Company and its future operations.

30. **Material changes and commitments:**

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

31. **Board Evaluation:**

The Nomination and Remuneration Policy of our Company empowers the Nomination and Remuneration Committee to formulate a process for effective evaluation of the performance of Individual Directors, Committees of the Board and the Board as a whole. The Board of Directors formally assess their own performance based on parameters which, inter-alia, include performance of the Board on deciding long term strategies, rating the composition and mix of Board members, discharging of governance and fiduciary duties, handling critical and dissenting suggestions, etc.

The parameters for performance evaluation of our Directors include contributions made at the Board meeting, attendance, instances of sharing best and next practices, domain knowledge, vision, strategy, engagement with senior management etc. The Chairperson of the respective Committees based on feedback received from the Committee members on the outcome of performance evaluation exercise of the Committee share their report to the Board of Directors.

The Independent Directors, at their separate meeting, review the performance of non-independent directors and the Board as a whole. Based on the outcome of the performance evaluation exercise, areas for further development are identified for the Board to engage itself with and the same would be acted upon. The details of the evaluation process are set out in the Corporate Governance Report, which forms a part of this Annual Report. The Board Evaluation policy is available on the website of our Company at www.djsstocks.com

32. **Corporate Governance:**

Corporate Governance essentially involves balancing the interests of various stakeholders of the Company such as shareholders, management, customers, suppliers, financiers and the government. It entails managing business with accountability to and responsibility towards the shareholders and making accurate, adequate and timely disclosures of relevant information. It includes the processes through which the organization's objectives are set and pursued in the context of the social, regulatory and market environment. DJS believes in efficient, transparent and impeccable Corporate Governance for its stability, profitability and desired growth of its business. A report on Corporate Governance is appended as an annexure to this report.

33. **Secretarial Standards of ICSI:**

The Company has complied with the requirements prescribed under the Secretarial Standards on meetings of the Board of Directors (SS-1) and General Meetings (SS-2) read with the MCA circulars granting exemptions in view of the COVID-19 pandemic.

34. **Audit Committee:**

The Audit Committee is comprised of Three Directors. The composition of the Audit Committee is as under:

Sr. No.	Name	Designation	Category
1	Mr. Govind Sidda Chavan	Chairman	Independent - Non-Executive
2	Ms. Shweta Bharadwaja	Member	Independent - Non-Executive
3	Mr. Harish Sitaram Sharma	Member	Professional - Executive

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

35. **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee is comprised of Three directors. The composition of the Committee is as under:

Sr. No.	Name	Designation	Category
1	Mr. Manoj Kumar More	Chairman	Professional - Non-Executive
2.	Mr. Govind Sidda Chavan	Member	Independent - Non-Executive
3.	Ms. Shweta Bharadwaja	Member	Independent - Non-Executive

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

36. **Ratio of Remuneration:**

The information pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

(Amount in Hundreds)

Name	Designation	Remuneration F.Y. 2021-22	% increase / (decrease) from previous year	Ratio / Times per median of employee remuneration
Mr. Harish Sitaram Sharma	Whole-time Director	2,600	(38.09)%	1.44
Ms. Komal Agarwal	Company Secretary	1,800	Nil	N.A.

The particulars of the employees as required under Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the employees of the Company was in receipt of remuneration as prescribed under the said Rules.

37. 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.

38. 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, 2022, 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, 2022 and of the loss 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.

39. Acknowledgment:

Your directors would like to place on record their gratitude for the valuable guidance and support received from RBI, SEBI, Registrar of Companies, BSE Limited and other Government and Regulatory agencies and to convey their appreciation to DJS customers, bankers, lenders, vendors and all other business associates for their continuous support given by them to the Company.

The Directors also place on record their appreciation for all the employees of the Company for the commitment, team work, professionalism and the resilience and dedication demonstrated by them during this difficult period of COVID-19 pandemic.

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

sd/-

sd/-

Dated: 13th August, 2022

Harish Sitaram Sharma
DIN: 07332874
Whole-time Director

Anish Kumar Sawarnya
DIN: 08154578
Director



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

MR-3

SECRETARIAL AUDIT REPORT F.Y. 2021-22

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2022 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 and Overseas Direct Investments;
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit Period);**
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the Audit Period);**

Office Address: 204, Chetak Chamber, 13-14 RNT Marg, Near Dawa Bazar, Indore 452001
Mumbai office: B - 614 Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri (W), Mumbai - 400053
Email: csniteshchaudhary@gmail.com ; Mob. No. +91 86554 56923; +91 76669 91644
Website: www.csniteshchaudhary.com



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **As the Company has not issued any Non-Convertible Securities which were listed during the year under review, the said regulation are not applicable to the company;**
 - g) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 ; **(Not applicable to the Company during the Audit period);**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **(Not applicable to the Company during the Audit period);**
 - i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis.

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

- i) Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;;
- ii) Maharashtra State Tax on Professions, Trades, Callings and Employments Act 1975;
- iii) The Equal Remuneration Act, 1976;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. Except the following Observations:

- i) The status of the company's scrip is suspended ended by BSE Ltd. (Bombay Stock Exchange Ltd.) Where the securities of the companies are listed) and the company has paid penalty to the BSE Ltd. (Stock Exchange) w.r.t SEBI SOP Fine on application of Revocation of suspension with BSE Ltd. in previous year.
- ii) The Company has filed application for shifting of Registered office of the Company from Tamil Nadu to Maharashtra during the year but application was rejected by the authority i.e. Regional Director.
- iii) The Company has not paid Annual Listing Fees to the BSE Ltd. and the company is in violation of SEBI & Exchange Regulations with respect to the BSE Exchange's Notice no. 20210625-43 dated June 25, 2021 and Notice No. 20220609-41 dated June 09, 2022, Exchange had identified the companies which have failed to pay outstanding annual listing fees as per Regulation 14 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

I further report that:

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

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Website: www.csniteshchaudhary.com



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

- II) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- IV) 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 year under review, the no events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs, except the above stated Observations.

We further report that:

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Foreign technical collaborations.

For Nitesh Chaudhary & Associates
 Practicing Company Secretary

sd/-

 Nitesh Chaudhary, Proprietor
 FCS No. 10010, CP No.: 16275
 UDIN - F010010D000783992
 Date: 13th August, 2022

Note:

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



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

Annexure to the Secretarial Audit Report F.Y. 2021-22

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

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

Management's Responsibility

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

Auditor's Responsibility

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

Disclaimer

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

For Nitesh Chaudhary & Associate
 Practicing Company Secretary

 Nitesh Chaudhary, Proprietor
 FCS No. 10010, CP No.: 16275
 UDIN - F010010D000783992
 Date: 13th August, 2022

Office Address: 204, Chetak Chamber, 13-14 RNT Marg, Near Dawa Bazar, Indore 452001
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 Website: www.csniteshchaudhary.com

REPORT ON CORPORATE GOVERNANCE

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

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of DJS Stock and Shares Limited (the 'Company', 'DJS') for the financial year 2021-22.

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

DJS Stock and Shares Limited (DJS) recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, investors, regulators and other stakeholder. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better these practices by adopting best practices.

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

Key elements of DJS's Corporate Governance

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

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors as on 31st March 2022.

In compliance with the provisions of the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors.

The following is the composition of Board of Directors of DJS Stock and Shares Limited.

Name	Designation	Category
Mr. Harish Sitaram Sharma	Whole-time Director	Professional - Executive
Mr. Anish Kumar Sawarnya	Director and CFO	Professional - Executive
Mr. Manoj Kumar More	Director	Professional - Non-Executive
Mr. Govind Sidda Chavan	Director	Independent - Non-Executive
Ms. Shweta Bharadwaja	Director	Independent - Non-Executive
Mrs. Neha Kailash Bhageria*	Director	Independent - Non-Executive

*from 30.06.2021

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

(ii) Meetings and Attendance of Directors during the financial year 2021-2022.

During the financial year 2021-22, Board of Directors met 5 (five) times. Meetings were held on 30-06-2021, 13-08-2021, 02-09-2021, 13-11-2021 and on 14-02-2022.

Attendance of Directors in meetings held during the financial year 2021-22:

Name of Directors	No. of Board Meeting attended	Attendance at Last AGM (30-09-2021)
Mr. Harish Sitaram Sharma	5	Yes
Mr. Anish Kumar Sawarnya	5	Yes
Mr. Manoj Kumar More	5	Yes
Mr. Govind Sidda Chavan	5	No
Ms. Shweta Bharadwaja	5	No
Ms. Neha Kailash Bhageria*	4	Yes

*from 30.06.2021

(iii) Directorships and Committees position held in other Companies as on 31st March 2022:

Name of the Director	No. of outside Directorship held	No. of committee positions#		Directorship in other listed entities
		As Chairman	As Member	Name and Category
Mr. Manoj Kumar More	4	2	1	Ken Financial Services Limited - Director
Mr. Govind Sidda Chavan	Nil	None	None	None
Mr. Harish Sitaram Sharma	Nil	None	None	None
Ms. Shweta Bharadwaja	2	None	None	None
Mr. Anish Kumar Sawarnya	1	None	None	None
Ms. Neha Kailash Bhageria	2	None	None	1. Ken Financial Services Limited - Director 2. Nexus Surgical and Medicare Limited - Director

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

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

Table given below shows the relationship between the Directors:

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

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

The Shareholding of Non-executive Directors in the Company as on 31.03.2022:

Name of Directors	Category	No. of Shares held
Mr. Manoj Kumar More	Professional Non-Executive	Nil
Mr. Govind Sidda Chavan	Independent Non-Executive	Nil
Ms. Shweta Bharadwaja	Independent Non-Executive	Nil
Ms. Neha Kailash Bhageria	Independent Non-Executive	Nil

(vi) Independent Directors:

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

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

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

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

(vii) Skills, Expertise and Competencies of the Board:

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

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

3. AUDIT COMMITTEE:

(i) Terms of Reference

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

(ii) Composition of the Committee:

The Audit Committee is comprised of two Independent non-executive Directors and one Professional Executive Director. During the financial year ended March 31, 2022, four Audit Committee Meetings were held on 30.06.2021, 13.08.2021, 13.11.2021 and 14.02.2022. The composition of Audit Committee and attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the F.Y. 2021-22
Mr. Govind Sidda Chavan	Chairman	Independent -Non-Executive	4
Ms. Shweta Bharadwaja	Member	Independent -Non-Executive	4
Mr. Harish Sitaram Sharma	Member	Professional-Executive	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., Chartered Accountants.

(iv) An Audit Committee meeting was held on 30th June, 2021 where the Annual Financial Statements for the year ended 31st March, 2021 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

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

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 st March, 2021	30 th June, 2021
Quarter ended 30 th June, 2021	13 th August, 2021
Quarter/Half Year ended 30 th Sept. 2021	13 th November, 2021
Quarter ended 31 st December, 2021	14 th February, 2022

4. NOMINATION AND REMUNERATION COMMITTEE:

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

(i) Terms of Reference

(a) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees.

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

(ii) Remuneration Policy:

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

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

This policy, inter alia, provides:-

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

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

(iii) Composition of the Committee:

The Nomination and Remuneration Committee is comprised of two Independent non-executive Directors and one Professional non-executive Director. During the financial year ended 31st March, 2022, two Nomination and Remuneration Committee meetings were held on 30th June, 2021 and 13th November, 2021.

The composition of the Nomination and Remuneration Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the F.Y. 2021-22
Mr. Manoj Kumar More	Chairman	Professional-Non-Executive	2
Mr. Govind Sidda Chavan	Member	Independent-Non-Executive	2
Ms. Shweta Bharadwaja	Member	Independent-Non-Executive	2

(iii) Performance Evaluation Criteria for Independent Directors:

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

- a) Attendance of Board and Committee Meetings;
- b) Quality and value of contribution to Board deliberations;
- c) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- d) Providing perspectives and feedback going beyond information provided by the management.
- e) Effective follow up on certain crucial matters wherein the concern is expressed;
- f) Communication skills with Board and Senior Management and others.

5. REMUNERATION OF DIRECTORS:

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

Details of remuneration/sitting fees paid to Directors during the financial year ended 31st March, 2022 and shares held by them on that date are as follows:

Name	Remuneration	Share held
Mr. Harish Sitaram Sharma	Rs. 2,60,000/-	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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference before the Stakeholders Relationship Committee of the Board are as under:

- (i) The Company has a 'Stakeholders Relationship Committee' to approve transfer and transmission of securities, issue of duplicate certificates, review of share dematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other shareholder related issues.
- (ii) The Committee shall consider and resolve the grievances of the shareholders of the company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends, etc.

- (iii) The Committee is chaired by Mr. Govind Sidda Chavan, Independent non-executive Director. During the financial year ended 31st March, 2022, one Stakeholders Relationship Committee meeting was held on 13th November, 2021. The composition of the Stakeholders Relationship Committee and the attendance of each Director at their meetings are as follows:

Name	Designation	Category	No. of meetings attended during the F.Y. 2021-22
Mr. Govind Sidda Chavan	Chairman	Independent-Non-Executive	1
Ms. Shweta Bharadwaja	Member	Independent-Non-Executive	1
Mr. Harish Sitaram Sharma	Member	Professional-Executive	1

Ms. Komal Agarwal has been designated as the ‘Compliance Officer’ of the Company for complying with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange, Mumbai.

- (iv) Number of Shareholders’ complaints received during the year : Nil
 Number not solved to the satisfaction of the Shareholders : Nil
 Number of pending share Transfers : Nil

7. GENERAL BODY MEETINGS:

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

AGM	Date	Location	Time
25 th	28-09-2019	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore- 641001	10:30 a.m.
26 ^h	28-09-2020	Through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”)	05:00 p.m.
27 th	30-09-2021	Through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”)	04:30 p.m.

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

AGM Date	Special Resolutions passed
29-09-2019	No Special Resolution was passed
28-09-2020	No Special Resolution was passed
30-09-2021	No Special Resolution was passed

- (iii) Postal Ballot:

During the financial year 2021-22, there was no special resolution passed through postal ballot process. None of the business is proposed to be transacted through Postal Ballot.

8. MEANS OF COMMUNICATION:

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

9. GENERAL SHAREHOLDERS INFORMATION

(i)	Financial Year	1 st April to 31 st March
(ii)	Dividend Payment Date	Not Applicable
(iii)	Listing on Stock Exchanges	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai-400 001.
(iv)	Listing Fees	The Company is yet to pay the listing fees to BSE Limited for the financial year 2021-22
(v)	<u>Stock Code</u> BSE ISIN	511636 INE234E01027
(vi)	Depository Connectivity	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL)
(vii)	Stock Market Data: No Data is available since no trade has taken place during the financial year 2021-22	
(viii)	Performance of the share price of the Company in comparison to the BSE Sensex:	The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015.
(ix)	Registrar & Transfer Agents: The Company has appointed M/s. Purva Sharegistry (India) Private Limited as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions. M/s. Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai - 400 011.	

(x)	<p>Share Transfer System: With a view to expedite the process of share transfers, Board of Directors has delegated the power of share transfer to Stakeholders Relationship Committee of the Board. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 7 days.</p>
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(xi) **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2022:**

(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	2375	95.88	22756234	30.16
Corporate Bodies	34	1.37	9593793	12.71
NRI	6	0.24	65583	0.09
HUF	56	2.26	888890	1.18
Clearing Member	3	0.12	21000	0.03
Total	2477	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	1869	75.45	3444777	4.57
5001-10000	228	9.20	1667197	2.21
10001-20000	151	6.10	2142600	2.84
20001-30000	64	2.58	1548323	2.05
30001-40000	46	1.86	1664221	2.21
40001-50000	31	1.25	1393910	1.85
50001-100000	41	1.66	2912658	3.86
100001 & above	47	1.90	60682314	80.42
Total	2477	100.00	7545000	100.00

(xi)	Dematerialization of Shares and liquidity	94.37% of the Company's Equity shares are Dematerialized as on 31.03.2022
(xii)	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xiii)	Plant Locations	The Company is not engaged in manufacturing activities hence do not have any plant.

(xiv)	Address for Correspondence	The shareholders may address their communications/suggestions/grievances/queries to our share transfer agent: Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
(xv)	Credit Rating	Nil
(xvi)	Shareholders' and Investors' Grievances	The Board of Directors of the Company have constituted a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders, viz., shareholders and deposit holders. The Composition of the Committee and details on investor complaints received during the year are given under the head Stakeholders Relationship Committee

10. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large	There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.
Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	Due to non-compliance regarding filing reports, the trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015. The Company has initiated the process for revocation of suspension in trading of shares of the Company.
Mandatory requirements	The Company has complied with all the mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.
Material Subsidiary	The Company has no material Subsidiary
Web link for policy on dealing with related party transactions	www.djsstocks.com
Commodity Price risk or foreign exchange risk and hedging activities	The Company did not engage in Commodity & hedging activities during the year.

Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)	The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)
Certificate regarding no-disqualification of Directors	A certificate from M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, has been obtained stating that none of the directors on Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.
Fees paid to Statutory Auditors	Auditors Total fees of Rs. 40,000/- (Rupees Forty Thousand only) for the year 2021-22, for all the services was paid by the Company to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.

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

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

- (a). number of complaints filed during the financial year 2021-2022 : Nil
- (b). number of complaints disposed of during the financial year 2021-2022 : Nil
- (c). number of complaints pending as on end of the financial year 2021-2022 : Nil

12. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

This chapter read together with the information given in the Directors' Report, the section on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during Financial Year 2021-2022. The Company has been regularly submitting the quarterly corporate governance compliance report to the stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

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

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

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

14. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the financial year 2021-22, wherever applicable.

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

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March, 2022. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

DECLARATION – CODE OF CONDUCT

I, Harish Sitaram Sharma, Whole-time Director of the Company, do hereby declare that all the Board members and Senior management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to Regulation 34(3) read with Schedule V(Part D) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

sd/-

Place: Thane
Dated: 13th August, 2022

Harish Sitaram Sharma
DIN: 07332874
Whole-time Director

CHIEF FINANCIAL OFFICER CERTIFICATION:

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

I, **Anish Kumar Sawarnya**, Chief Financial Officer 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, 2022 and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I have reviewed the internal controls and procedures, and to the best of my knowledge and information, I affirm that the Company has adequate internal controls and procedures.
- (d) Based on my knowledge and information:
 - (i) There has not been any significant changes in internal control over financial reporting during the financial year ended 31st March, 2022;
 - (ii) There has not been significant changes in the accounting policies during the financial year ended 31st March, 2022
 - (iii) I have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting

sd/-

Place: Thane
Dated: 13th August, 2022

Anish Kumar Sawarnya
Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS

Overall Outlook

DJS Stock and Shares Limited is engaged in Share Broking activities, Trading and Investment in equities and with the opening up of all major business markets after the second wave of pandemic, there are huge emerging opportunities. DJS's young and energetic team are always in readiness to grab such opportunities. DJS's management team foresee a bright future ahead.

The COVID-19 pandemic is a once in a lifetime occurrence that has brought with it unimaginable suffering to people and to almost all sections of the economy. When the pandemic struck and led to nationwide lockdowns to curtail the transmission of disease, it was natural to fear that the global economy would stay in extreme stress of the kind not seen since the Great Depression and would have a long-lasting economic impact. To counter the crippling impact of the lockdowns on economies, the world's policymakers have resorted to fiscal and monetary measures never seen before in global economic history. It still remains to be seen if these relief measures sufficed, and whether actions taken by Governments across the globe adequately compensated for the disruptions created in the lives of people. Fortunately, science prevailed. Multiple vaccines were found with impressive efficacy levels in less than a year - which will probably rank as among one of the most incredible achievements in science. The announcement of successful development of vaccines seemed to lift spirits around the world. Fortunately for India, which is home to some of the largest vaccine makers in the world, the supply constraints were limited and temporary. Thereafter, we have seen a rebound - thanks to the resilience of our citizens and entrepreneurs of our economy.

In India, the second wave (called 'Delta') proved far more lethal than the first that struck in 2020. After a shaky start in some places, the vaccine immunisation programme by the Indian Government and Governments across the world has been exemplary. It saved lives and livelihood.

The highly transmissible variant 'Omicron' in early January 2022 (the third wave) spread rapidly across the world. During this wave, India's daily number of reported cases peaked to nearly 350,000 on 20 January 2022. Faced with the prospect of yet more lockdowns, there was fear that the world would face yet another year of slow economic growth. Fortunately, while highly transmissible, Omicron was not as lethal as Delta. So, while many got infected, fatality rate was fortunately low. The world did not see a re-run of massive drop in GDP as witnessed FY2021. India's GDP grew 8.7% in Financial Year 2021-2022 after contracting 6.6% during the previous fiscal.

The Indian capital market also witnessed a phenomenal rebound in the current fiscal, factoring in quick resumption of economic activity and future growth prospects. Like its global peers, India too witnessed a strong rebound from the pandemic lows with the key indices reaching an all-time high by the fourth quarter on the back of continued and strong recovery in economic activities in the first half of FY 2021-22. India's market capitalisation to GDP ratio now stands at approximately 112 Percent in March 2022 from approximately 105 Percent in March 2021. The rally in Indian equities was driven by record Foreign Portfolio Investors (FPI) flows during the year which more than offset the outflows by domestic institutions.

Industry Structure and Development

People were looking for new methods to diversify their portfolio and create new streams of income as the pandemic hit. To diversify their income streams, more and more individuals turned to the stock market.

Year-on-year, India's stock market has outperformed most major economies. Even though there has been slight volatility in the market of late, it hasn't really impacted customer growth. Also, smartphones and low-cost data have propelled investing and trading into the digital realm. Opening a demat account has become a paperless and simple process thanks to the implementation of eKYC and Aadhaar eSign. Also, the excitement of upcoming IPOs has piqued the curiosity of first-time investors, resulting in a steady increase in equity participation.

Equity participation in India currently stands at 5-6% compared to US which is about 55%. Having said that, the Indian broking sector will continue to grow even if there is a slowdown. India is a country with a high saving rate, and thus there is immense investing potential. With growing financial awareness, financial literacy, internet and smartphone penetration, many people have started showing keen interest in the equity markets and are looking at diversifying their investment portfolios. India's broking industry is vast, dynamic and continuously on the outlook of new opportunities. With equity participation in India being around 5-6% there is still a lot of potential for the brokers to flourish in India.

Segment-wise/Product-wise Performance

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.

Outlook

Broking Companies are set to clock record revenues in the current financial year, driven by higher retail participation and favorable systematic liquidity. The increase in the activity in equity markets since the beginning of the pandemic was driven by robust corporate earnings, favorable liquidity in both international and domestic markets, higher internet penetration, and retail participation.

According to the data analysis and interpretation: During the times of Covid 19(during financial year 2020) millions of new demat accounts were opened and lot of them were opened with online trading platforms. Some clients of traditional broking system also shifted towards the online discount broking system. But the clients who switched platforms soon came back to traditional system, reason being most of the clients felt the lack of good customer care services, advice from experienced stock brokers, additional services like portfolio management, estate planning, tax advice, etc., most of the clients do not have sufficient time nor the fundamental and technical analysis skills to select stocks for investment or trading. Thus, forcing clients to move back to the traditional broking system.

The industry giants and big players of the market neither shifted nor are going to shift towards online discount broking system because they require the expertise, experience and premium services provided by the traditional system which our Company is providing. Moreover, technical issues and glitches in online broking systems cause problems and delay in execution of big trades (large order quantities) which is definitely not preferred by the big players of the market.

As far as SEBI's new margin norms are concerned the stricter regulations are brought to minimise the risk of frauds. As earlier some brokers were illegally transferring client's investments to their own account and were pledging them without authorisation. As a result of the norms clients now have to pay either the upfront cash margin or pledge the shares to cover margin. It can be concluded that though online discount broking system has gained popularity in past few years, traditional broking system is here to stay as it has the trust and reliability of many clients and amidst the inherently volatile market and pressing times, expert guidance of full service brokers is a necessity. In the coming future both the traditional and online discount broking systems will be existing cohesively.

Risk Management

The Company operates in an industry that is influenced by various macro parameters i.e. both global and domestic. Economic environment may be adversely impacted due to rising crude prices, worsening fiscal position of the country, worsening pandemic situation that is currently prevalent globally, rising inflation leading to higher interest rate scenario, depreciating currency, slowdown in corporate earnings, rising NPA position etc. A slowdown in the economy, due to such adverse changes in operating environment could have a material impact on investor interest in capital markets. The Company is one of the prominent digital players in Indian capital market using advanced technology as its backbone for growth. Continuous investments in upgrading its IT infrastructure coupled with scaling up its digital talent pool is imperative for sustenance of growth. The Company will have to be abreast with the rapidly changing technology to offer seamless and improved experience to its clients. If the Company is unable to keep pace with this, it runs the risk of technology obsolescence.

Since the Indian capital market is an evolving market, the industry is likely to witness regulatory updates frequently. These updates are expected to be with the intent to ensuring longevity of clients in the system and hence creating long-term sustainability for the industry. In the interim as the industry recalibrates to the changes, there may be near term impact on growth however long-term outlook would be strengthened. The broking industry is highly competitive, with many participants offering a variety of products and services with the aim to provide best in class customer experience. Similar products and services being offered by banks, financial institutions, full scale brokers, digital brokers, etc. makes the industry optically very competitive.

Players with matured journeys based on client experience will be the larger beneficiaries for future growth. In the initial period of FY 2021- 22 the world and India was adversely impacted by the pandemic which led to material risk off from the markets. Global recessionary expectation also drove crude prices to negative territory for a brief period, which also dented investor sentiment. In such situations, capital market participants become conservative and considerably reduce client exposure to such assets. A similar scenario, if replicates in future may also have corresponding impact on the business' financials intermittently. The pace of response by both central and local administrations will play a key role in the speed of recovery for the industry.

Internal Control System

The internal control systems have been designed to effectively and efficiently handle the dynamic and complex nature of business operations of the Company. The internal control systems and environment are commensurate to the scale and volumes of the business with adequate segregation of roles and responsibilities. The executives of the Company keep themselves abreast with the detailed documentation of its policies and SOPs, which are regularly reviewed and updated by the management. The statutory auditors of the Company critically review the internal control environment to arrive at their opinion about the financial performance of the Company. The Company also has a strong internal audit framework as approved by the Audit Committee which ensures detailed coverage of the processes and systems needed to safeguard its assets, prevention and detection of errors and frauds, ensure accuracy and completeness of accounting transactions thus enabling timely preparation of reliable financial information. The various committees of the board, including the Audit Committee, periodically review the observations and recommendations of the internal auditors to further improve the systems and processes.

Financial Performance w.r.t. Operational Performance

It has been a very tough year globally with the pandemic and the various lockdowns. We pray that all our shareholders, their families, the company's board of directors and all the staff of DJS Stock and Shares Limited (hereinafter referred to as 'DJS' or 'the Company') are safe and continue to stay healthy.

It has been a difficult year for the company too as we had to manage with minimal staff. I would like to take the opportunity here itself to thank our staff for being extra cooperative and attending office in these trying times. It was a major turnaround year for the markets. Given the pandemic it is hard to imagine how well the markets have performed globally. It has been a concerted effort globally by governments and central banks to support the economy and the markets in the best possible way. The current fiscal year has begun on a good positive note for both the markets and for our company. As we continue to strive to grow the Institutional business, we are seeing better momentum in our retail segment too. We expect markets to remain robust and thus are optimistic for the rest of the year.

DJS Stock and Shares Limited is engaged in Share Broking activities, Trading and Investment in equities and with the opening up of all major business markets after the second wave of pandemic, there are huge emerging opportunities. DJS's young and energetic team are always in readiness to grab such opportunities. DJS's management team foresee a bright future ahead.

During the year under review, the Company has earned Total Revenue of Rs. 14,516 hundred in comparison to Rs. 40,794 hundred during the previous financial year. The total expenses has been increased from Rs. 133,442 hundred to Rs.142,522 hundred due to which there is loss of Rs. 128,064 hundred in comparison with loss of Rs. 92,704 hundred during the previous year. There was a deferred tax of Rs. 58 hundred compared to Rs. 56 hundred for the previous financial year. The Company is trying hard to grab the market opportunities and make it into a profit making Company.

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

People are our key pillars of strength. This belief was further strengthened as our people showed tremendous resilience and extraordinary commitment during the pandemic times to bring the Company back to its core performance.

COVID-19 created an unprecedented health crisis, especially during the second wave. Our Company took multiple initiatives to ensure safety and well-being of employees and their families and extended financial and logistical support towards diagnosis and treatment. The Company is committed to create a vibrant and inclusive workplace for all its employees and actively takes steps to ensure these are well enshrined in our policies and practices.

We have adopted people practices that enable us to attract and retain talent in an increasingly competitive market; and to foster a work culture that is always committed to providing the best opportunities to employees to realise their potential. We are committed as an equal opportunity employer. Train people. Treat them well. Happiness and productivity will follow, this is our Company's philosophy.

Key Financial Ratios:

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

Particulars	F.Y. 2021-22	F.Y. 2020-21
Current Ratio ¹	5.94 times	2.86 times
Net Profit Margin (%) ²	(882.22)%	(227.25)%
Return On Net-worth (%) ³	(19.40)%	(11.78)%

¹The current ratio has improved as a result of more decline in current liabilities..

²The net profit margin ratio has gone down due to decrease in income from operation of the company.

³Return on Networth (%) gone down due to decrease in income from operation of the company.

Cautionary Statement

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

INDEPENDENT AUDITOR'S REPORT

To the Members of

DJS Stock and Shares Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of DJS Stock and Shares Limited ("the Company"), which comprise the balance sheet as at March 31, 2022, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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, 2022, its loss, and its cash flows for the year ended on that date.

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("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:
 - (i) 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.
 - (ii) 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.
 - (iii) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (iv) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 subject to the possible effects of the matters described in the Basis for Qualified Opinion paragraphs.
 - (v) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure "B".
 - (vii) 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:
 - a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- (viii) With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Satya Prakash Natani & Co.
Chartered Accountants
Firm’s Registration No.: 115438W

sd/-

Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 22048091AJWABA8955

Mumbai
May 30, 2022

DJS STOCK AND SHARES LIMITED
ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in Paragraph (1) of our Report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
 - (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not own any intangible assets during the year.
 - (b) As explained to us, all the property, plant and equipment have been physically verified by the management during the period at reasonable interval and no material discrepancies were noticed on such physical verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not own any immovable property during the year.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets or both during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) Accordingly, to information and explanations given to us and on the basis of our examination of the records of the Company, the stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Accordingly clause 3(ii)(a) of the Order is not applicable to the Company.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks and financial institution on the basis of security of current assets at any point of time of the year. Accordingly clause 3(ii)(b) of the Order is not applicable to the Company.
 - (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
 - (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or made any investments, or provided any guarantee or security as specified under Section 185 and Section 186 of the Companies Act, 2013.
 - (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues wherever applicable have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable except an amount of Rs. 60,900/- towards profession tax.
- (b) According to the information and explanations given to us, details of dues of Income Tax, which have not been deposited as at March 31, 2021 on account of disputes are given below:

Nature of the statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount
The Income Tax Act, 1961	Income Tax	Appeal pending before CIT(A)*	AY 2016-17	30,07,278
	Income Tax	Appeal pending before CIT(A)*	AY 2015-16	44,14,953

*Note 26: Contingent Liabilities

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not raised any term loan during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been utilised for long term purposes.

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x)
 - (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi)
 - (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - (b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) According to the information and explanations given to us, the Company has not received any whistle blower complaint during the year. Accordingly, clause 3(xi)(c) of the Order is not applicable.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, 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 Indian accounting standards.
- (xiv)
 - (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Company is not part of any Group (as per the provisions of the Core Investment Company (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, provisions of section 135 of the Companies Act, 2013 are not applicable for the year under report. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

sd/-

Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 22048091AJWABA8955

Mumbai
May 30, 2022

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

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of

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 Stock and Shares Limited ("the Company") as of March 31, 2022 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 Company's management 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, including adherence to company's policies, 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 Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, 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, 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, 2022, 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.

Mumbai
May 30, 2022

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

sd/-

Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 22048091AJWABA8955

DJS Stock and Shares Limited

Balance Sheet as at March 31, 2022

(INR in '00)

Particulars	Note	As at March 31,	
		2022	2021
ASSETS			
Non Current Assets			
Property, plant & equipment	2	3,754	3,822
Financial Assets			
- Investment	3	380,445	378,526
Income Tax Assets (Net)	4	79,818	85,302
Current Assets			
Inventories	5	2,422	2,422
Financial Assets			
-Deposits	6	165,575	165,575
-Trade Receivables	7	900	215,076
-Cash & Cash Equivalents	8	55,455	55,940
-Other Current Assets	9	12,542	52,054
Total Assets		700,910	958,716
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	10	754,560	754,560
Other Equity	11	(94,521)	32,094
Liabilities			
Non Current Liabilities			
Deferred Tax Liability (Net)	12	1,010	482
Current Liabilities			
Financial Liabilities			
- Trade Payables	13	39,091	115,771
- Other financial liabilities	14	-	54,787
Other Current Liabilities	15	770	1,022
Total Equity & Liabilities		700,910	958,716

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 Accountants
Firm's Registration No.: 115438W

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

sd/-

sd/-

sd/-

Satya Prakash Natani
Partner
Membership No.: 048091

Harish Sharma
Whole-time Director
DIN: 07332874

Anish Sawarnya
Director & CFO
DIN: 08154578

Thane
May 30, 2022

sd/-
Komal Agarwal
Company Secretary

DJS Stock and Shares Limited**Statement of Profit & Loss for the year ended March 31, 2022**

(INR in '00, except EPS)

Particulars	Note	For the year ended March 31,	
		2022	2021
Revenue from Operations	16	8,485	40,794
Other Income	17	6,031	-
Total Income		14,516	40,794
EXPENSES			
Purchase of stock-in-trade		-	-
Change in inventories of stock-in-trade		-	-
Employee benefit expenses	18	6,200	21,419
Finance cost	19	-	6,322
Depreciation & amortization expenses	20	68	68
Other expenses	21	136,254	105,633
Total Expenses		142,522	133,442
Profit before Tax		(128,006)	(92,648)
Current Tax		-	-
Deferred Tax		58	56
Tax Expenses		58	56
Profit/ (Loss) for the period		(128,064)	(92,704)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Tax on above		-	-
Items that will be reclassified to profit or loss		1,919	61,154
Tax on above		469	-
Total Comprehensive Income for the period		(126,614)	(31,549)
Earning per equity share	22		
Basic		(0.17)	(0.04)
Diluted		(0.17)	(0.04)

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 Accountants
Firm's Registration No.: 115438W

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

sd/-

Satya Prakash Natani
Partner
Membership No.: 048091

sd/-

Harish Sharma
Whole-time Director
DIN: 07332874

sd/-

Anish Sawarnya
Director & CFO
DIN: 08154578

Thane
May 30, 2022

sd/-
Komal Agarwal
Company Secretary

DJS Stock and Shares Limited**Statement of Cash Flow**

(INR in '00)

Particulars	For the year ended March 31,	
	2022	2021
Profit after tax	(126,614)	(31,549)
Adjustment to reconcile net profit to net cash provided by operating activities		
Depreciation & amortization	68	68
Change in assets & liabilities		
Investments	(1,919)	(373,381)
Current assets	253,688	632,874
Income Tax Assets	5,483	(6,055)
Trade payables	(76,681)	(43,344)
Deferred Tax	527	56
Other financial & current liabilities	(55,039)	(901,059)
Cash generated from operating activities	(486)	(722,391)
Income Tax Paid	-	-
Net Cash generated from operating activities	(486)	(722,391)
Cash flow from investing activities	-	-
Cash flow from financing activities	-	-
Net cash generated	(486)	(722,391)
Cash & cash equivalents at the beginning of the year	55,940	778,331
Cash & cash equivalents at the end of the year	55,455	55,940
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
Cash and cash equivalents	55,455	55,940
Balances per statement of cash flows	55,455	55,940

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 Accountants
Firm's Registration No.: 115438W

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

sd/-

Satya Prakash Natani
Partner
Membership No.: 048091

sd/-

Harish Sharma
Whole-time Director
DIN: 07332874

sd/-

Anish Sawarnya
Director & CFO
DIN: 08154578

Thane
May 30, 2022

sd/-
Komal Agarwal
Company Secretary

DJS Stock and Shares Limited

Statement for Changes in Equity

A. Equity Share Capital

(INR in '00)

Particulars	For the year ended March 31,	
	2022	2021
Equity Share of ₹ 1 each issued, subscribed and fully paid		
Balance at the beginning of the year	754,560	754,560
Changes in equity share capital during the year	-	-
Balance at the end of the year	754,560	754,560

B. Other equity

Particulars	Reserves and surplus		Total other equity
	Retained Earnings	Equity Investments through OCI	
Balance as of April 1, 2021	439,161	(407,067)	32,094
Profit for the year-	(128,064)	-	(128,064)
Other Comprehensive Income	-	1,450	1,450
Changes in accounting policy or prior period errors	-	-	-
Total Comprehensive Income for the current year	311,097	(405,617)	(94,521)
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance as of March 31, 2022	311,097	(405,617)	(94,521)
Balance as of April 1, 2020	531,865	(468,222)	63,643
Profit for the year-	(92,704)	-	(92,704)
Other Comprehensive Income	-	61,154	61,154
Changes in accounting policy or prior period errors	-	-	-
Total Comprehensive Income for the current year	439,161	(407,067)	32,094
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance as of March 31, 2021	439,161	(407,067)	32,094

Nature and Purpose of Reserves

(a) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(b) FVTOCI Equity Investments: The company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI Equity Investments reserve within equity. The company transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.

Overview and notes to Standalone Financial Statements

General Information

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

Note 1: Significant Accounting policies

1.1 Statement of Compliance

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

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

1.2 Inventories

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

1.3 Taxes on Income

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

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

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

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

1.4 Property, plant & equipment:

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

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

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

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

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

1.5 Revenue Recognition

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

1.6 Financial Instruments

(A) Financial Assets

Recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

(a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(c) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument

shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss, if any.

(B) Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or losses are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

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.

1.10 Leases**Policy Applicable from April 1, 2019**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is

depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Short-term leases having a lease term of 12 months or less and low value leases are accounted for in the statement of profit and loss as a revenue item.

DJS Stock and Shares Limited
Notes to Standalone Financial Statements

Note 2: Property, plant & equipment & Intangible Assets

Particulars	(INR in '00)					
	Furniture & Fixtures	Office Equipments	Water Cooler	Computers	Computer Software	Total
Gross carrying value as of April 1, 2020	15,119	5,244	100	99,285	13,823	133,570
Additions	-	-	-	216	-	216
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2021	15,119	5,244	100	99,501	13,823	133,786
Accumulated depreciation as of April 1, 2020	14,323	4,982	95	96,673	13,823	129,895
Depreciation for the year	68	-	-	-	-	68
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2021	14,391	4,982	95	96,673	13,823	129,964
Carrying value as of March 31, 2021	727	262	5	2,827	0	3,822
Gross carrying value as of April 1, 2021	15,119	5,244	100	99,501	13,823	133,786
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2022	15,119	5,244	100	99,501	13,823	133,786
Accumulated depreciation as of April 1, 2021	14,391	4,982	95	96,673	13,823	129,964
Depreciation for the year	68	-	-	-	-	68
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2022	14,460	4,982	95	96,673	13,823	130,032
Carrying value as of March 31, 2022	659	262	5	2,827	-	3,754

DJS Stock and Shares Limited
Notes to Standalone Financial Statements

(INR in '00)

Particulars	As at March 31,	
	2022	2021
Note 3: Investments		
Investment	787,512	785,593
Less: Provision for diminution of Investment	(407,067)	(407,067)
	380,445	378,526
Note 4: Income Tax Assets (Net)		
Income Tax Assets	79,818	85,302
	79,818	85,302
Note 5: Inventories		
Quoted		
Shares	2,422	2,422
	2,422	2,422
Note 6: Deposits		
(Unsecured, Considered Good)		
Deposits	165,575	165,575
	165,575	165,575
Note 7: Trade Receivables		
Secured, considered good		
Debts outstanding for a period over six months	-	213,729
Others	900	1,347
	900	215,076
a) Undisputed Trade receivables – considered good*		
i) Less than 6 months	900	1,347
ii) 6 months -1 year	-	-
iii) 1-2 years	-	83,766
iv) 2-3 years	-	-
v) More than 3 years	-	129,963
	900	215,076
*Outstanding for following periods from date of transaction		
b) There are no unbilled receivables, hence the same is not disclosed in ageing schedule.		
c) There are no disputed trade receivables, hence the same is not disclosed in ageing schedule.		
Note 8: Cash & Cash Equivalents		
Balance with Banks	55,346	55,682
Cash on Hand	108	258
	55,455	55,940
Note 9: Others Assets - Current		
Others	9,613	46,550
Advance to employees	-	2,219
Goods and Service Tax	2,929	3,285
	12,542	52,054

DJS Stock and Shares Limited

Notes to Standalone Financial Statements

(INR in '00)

Particulars	As at March 31, 2022		As at March 31, 2021	
	No of Shares	Amount	No of Shares	Amount
Note 10: Equity Share Capital				
Authorized Share Capital				
Equity Shares of Rs. 1 each	100,000,000	1,000,000	100,000,000	1,000,000
Issued and Subscribed and fully paid up				
Equity shares of Rs. 1 each fully paid up	75,456,000	754,560	75,456,000	754,560
Reconciliation of number of shares				
Outstanding Number of shares at the beginning of the year	75,456,000	754,560	75,456,000	754,560
Add : Shares issued during the year	-	-	-	-
Outstanding Number of shares at the end of the year	75,456,000	754,560	75,456,000	754,560

Terms / Rights attached to equity shares

The Company has only one class of equity share having par value of Rs 1 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their shareholding.

Details of shareholders holding more than 5% shares as at year end

Particulars	As at March 31, 2022		As at March 31, 2021	
	No of Shares	% holding	No of Shares	% holding
BK Dyeing Printing Mills Private Limited	15,813,930	20.96%	15,813,930	20.96%
Shriman Stock Management Private Limited	15,789,945	20.93%	15,789,945	20.93%
Malar Share Shoppe Limited	10,526,625	13.95%	10,526,625	13.95%
Victory Sales Private Limited	6,961,757	9.23%	6,961,757	9.23%

Reconciliation of number of shares outstanding and amount at the beginning and at the end of the year

Particulars	As at March 31, 2022		As at March 31, 2021	
	No of Shares	Amount	No of Shares	Amount
Equity Shares of par value Rs 1/- fully paid up				
Outstanding at the beginning of the year	75,456,000	754,560	75,456,000	754,560
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	75,456,000	754,560	75,456,000	754,560

Shareholding of Promoters

Promoter Name	No of Shares	% of total shares	% change during the year
BK Dyeing Printing Mills Private Limited	15,813,930	20.96%	0.00%
Shriman Stock Management Private Limited	15,789,945	20.93%	0.00%
Malar Share Shoppe Limited	10,526,625	13.95%	0.00%

DJS Stock and Shares Limited

Notes to Standalone Financial Statements

Particulars	(INR in '00)	
	As at March 31,	
	2022	2021
Note 11: Other equity		
Retained earnings		
Opening balance	439,161	531,865
Add: Profit for the year	(128,064)	(92,704)
Closing balance	311,097	439,161
Equity Investments through OCI		
Opening balance	(407,067)	(468,222)
Add: Other Comprehensive Income	1,450	61,154
Closing balance	(405,617)	(407,067)
	(94,521)	32,094
Nature and purpose of other equity		
(a) Retained Earnings:		
Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.		
(b) FVTOCI Equity Investments:		
The company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI Equity Investments reserve within equity. The company transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.		
Note 12: Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities	1,010	482
	1,010	482
Note 13: Trade Payables		
Due to Micro, Small and Medium Enterprises	-	-
Others	39,091	115,771
	39,091	115,771
a) Other trade payables*		
i) Less than 1 year	22,007	107,051
ii) 1-2 years	9,337	1,447
iii) 2-3 years	996	-
iv) More than 3 years	6,750	7,273
	39,091	115,771
*Outstanding for following periods from date of transaction		
b) There are no amounts payable to MSME, hence the same is not disclosed in ageing schedule.		
c) There are no disputed trade payables, hence the same is not disclosed in ageing schedule.		
Note 14: Other Current Financial Liabilities		
Client Margin	-	54,787
	-	54,787
Note 15: Other Current Liabilities		
Statutory Dues	770	986
Other Payables	-	36
	770	1,022

DJS Stock and Shares Limited
Notes to Standalone Financial Statements

Particulars	(INR in '00, except EPS)	
	For the year ended March 31,	
	2022	2021
Note 16: Revenue from Operations		
Revenue from Operations	8,485	40,794
	8,485	40,794
Note 17: Other Incomes		
Sundry Balance Written Back	6,031	-
	6,031	-
Note 18: Employee benefit expense		
Salary	6,200	21,341
Staff Welfare Expenses	-	78
	6,200	21,419
Note 19: Finance Cost		
Clearing Charges	-	6,322
Interest Expenses	-	-
	-	6,322
Note 20: Depreciation & amortization expenses		
Depreciation	68	68
	68	68
Note 21: Other expenses		
Conveyance Expenses	-	11
Advertisement Expenses	260	-
Bank Charges	6	161
Depository Charges	1,294	-
Electricity Expenses	126	165
GST Expenses	2,341	1,130
Loss on Sale of Investment	-	61,263
Office Expenses	557	172
Payment to Auditors	400	400
Printing & Stationary Expenses	30	9
Professional Fees	2,063	1,575
Rent, Rate & Taxes	1,079	1,079
Repairs & Maintenance	173	3,335
Stock Exchange Expenses	12,683	6,119
Donation	-	-
Sundry Balance Written off	9,308	29,784
Bad Debts	105,893	-
Telephone and Postage Expenses	39	432
	136,254	105,633
Note 20.1 Payment to Auditors		
Audit Fees	400	400
		400
Note 22: Earning Per Share		
Total Comprehensive Income for the period	(126,614)	(31,549)
Weighted Average Number of Equity Shares	754,560	754,560
Basic & Diluted Earning Per Share	(0.17)	(0.04)

DJS Stock and Shares Limited**Notes to Standalone Financial Statements**

(INR in '00)

Particulars	For the year ended March 31,	
	2022	2021

Note 23: Segment Reporting

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

Note 24: Dues to micro & small enterprises

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

Note 25: Related Party Disclosure

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

Key Management Personnel and their relatives**Name**

Mr. Harish Sitaram Sharma , Wholetime Director
 Mr. Anish Kumar Ram Kishori Sawarnya, CFO & Director
 Mr. Govind Sidda Chavan, Director
 Ms. Shweta Bharadwaja, Director
 Ms. Komal Agarwal, Company Secretary

b) Related Party Transactions

(INR in '00)

Particulars	2021-2022	2020-2021
Short-term employment benefit	4,400	5,325

Note 26: Contingent Liabilities

Particulars	2021-2022	2020-2021
Claims against the Company not acknowledged as liability (refer note below)	7,422,231	7,422,231

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

Note 27 : Ratios

Particulars	2021-22	2020-21
Current Ratio (in times)	5.94	2.86
Current Assets/Current Liabilities		
Current Assets	236,893	491,067
Current Liabilities	39,861	171,580
Return on Equity Ratio (%)	(17.50)	(3.93)
Net Profit After Tax/Average Shareholder's Equity		
Net Profit After Tax	(126,614)	(31,549)
Average Shareholder's Equity	723,346	802,428

DJS Stock and Shares Limited**Notes to Standalone Financial Statements**

Return on Capital employed (%)	(19.39)	(11.78)
Profit before Interest and Taxes/Capital Employed*100		
Profit before Interest and Taxes	(128,006)	(92,648)
Capital Employed	660,039	786,654

Note 28 : 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 Stock and Shares Limited
CIN: L67120TZ1994PLC005030**

sd/-

**Harish Sharma
Whole-time Director
DIN: 07332874**

sd/-

**Anish Sawarnya
Director & CFO
DIN: 08154578**

sd/-

**Komal Agarwal
Company Secretary**

**Thane
May 30, 2022**