



Corp. Address: Office No. 1/2, Casa Blanca, Old Raviraj Complex, Jesal Park, Bhayander (E), Thane - 401105.  
Telefax : 022 28172324 ↔ E-mail : info@djsstocks.com djs2011@gmail.com ↔ Web: www.djsstocks.com  
Off.: Address : 12B, 1st Floor, Khattau Bldg., Alkesh Dinesh Modi Marg, Near BSE Tower, Fort, Mumbai - 400 001.

Date: 21<sup>st</sup> October, 2016

To,  
BSE Limited  
Department of Corporate Service,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Script Code: 511636**

**Sub: Submission of Annual Report for the year ended 31<sup>st</sup> March, 2016.**

Dear Sir,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the copy of Approved Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016.

Please take the same on your record.

Thanking You.

Yours faithfully,  
For DJS Stock & Shares Limited

For DJS STOCK & SHARES LTD.

  
Director / Auth. Sign.

Harish Sharma  
Director  
DIN: 07332874

Regd. Address : "VISWEAWARAM" 132, West Venkatasamy Road, Ground Floor, RS Puram, Coimbatore - 641001, Tamil Nadu.  
Tel.: +91-422-2544551 ↔ Fax No.: +91-422-2544553 ↔ CIN No.: L67120TZ1994PLC005030.



**DJS STOCK AND SHARES LIMITED**

**22ND ANNUAL REPORT**

**2015-2016**

**GENERAL INFORMATION**

BOARD OF DIRECTORS	:	1. Mr. Manoj More 2. Mr. Pratik Bhatt 3. Mrs. Malati Bhatt 4. Mr. Avinash Kumar 5. Mr. Sunil Sharma 6. Mr. Bharat Pandya 7. Mr. Vinesh Pandya 8. Mr. Harish Sharma
REGISTERED OFFICE	:	Visweawaram, 132 West Venkatswamy Road, Ground Floor, RS Puram, Coimbatore -641002, Tamil Nadu-401105
CORPORATE OFFICE	:	Office No. 1/2, Casablanca A Wing, Old Ravi Raj Complex, Jesal Park, Bhayander (East), Thane - 401105
BANKERS	:	Axis Bank Limited Mumbai
AUDITORS	:	P. Mahendran Chartered Accountants
SECRETARIAL AUDITORS	:	Ramesh Chandra Badi & Associates Company Secretaries
SHARE TRANSFER AGENTS	:	Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
SHARES LISTED AT	:	The Bombay Stock Exchange Limited

## NOTICE

**NOTICE** is hereby given that **the 22<sup>nd</sup> Annual General Meeting** of the members of **DJS STOCK AND SHARES LIMITED** will be held on Friday, 30<sup>th</sup> September, 2016 at 9.00 a.m. at Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 including the audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the statement of Profit & Loss Account for the year ended as on that date together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Manoj Kumar More (holding DIN 00040190) who retires by rotation and being eligible offers him-self for re-appointment.
3. To consider and if thought fit, to pass with or without modifications, if any the following as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. P. Mahendran, Chartered Accountant, (Registration No 29194), the statutory Auditors of the Company, liable to retire at the conclusion of this AGM be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of the ensuing AGM till the conclusion of the next AGM on such remuneration as may be fixed.”

### **SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, Mr. Bharat Ramanlal Pandya, (holding DIN 07337047), who was appointed as an Additional Director of the Company by the Board of Directors as its meeting held on 19<sup>th</sup> December, 2015 and whose term of office expires at this Annual General Meeting and who had offered himself for appointment as Director and in respect of whom written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Bharat Ramanlal Pandya as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) and the Article of Association of the Company, Mr. Vinesh Bharatbhai Pandya, (holding DIN 07337061), who was appointed as an Additional Directors of the Company by the Board of Directors as its meeting held on 19<sup>th</sup> December, 2015 and whose term of office expires at this Annual General Meeting and who had offered himself for appointment as Director and in respect of whom written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Vinesh Bharatbhai Pandya as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, Mr. Harish Sharma (holding DIN 07332874), who was appointed as an Additional Directors of the Company by the Board of Directors as its meeting held on 14<sup>th</sup> March, 2016 and whose term of office expires at this Annual General Meeting and who had offered himself for appointment as Director and in respect of whom written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Harish Sharma as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to the appointment of Mr. Harish Sharma (holding DIN 07332874) as a Whole-time Director of the Company for a period of 3 years w.e.f. 14-03-2016 on a monthly remuneration payable at a graded scale of Rs. 30000 - 3000 - 36000 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Harish Sharma, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**Registered Office:**

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

**For and on behalf of the Board**

**Pratik Sudhir Bhatt**  
**DIN: 00655368**  
**Chairman**

**Dated:** 03-09-2016

**NOTE:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. The proxy need not to be a member of the company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.
3. 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.
4. The Register of Members and Share Transfer Registers of the Company will remain closed from September 27, 2016 to September 30, 2016 (both days inclusive).
5. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
6. 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).
7. 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.
8. 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 (corresponding to Section 109A of the Companies Act, 1956). 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.
9. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the

- shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company/M/s. Purva Shareregistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
10. Electronic copy of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
  11. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
  12. Members may please note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website [www.djsstocks.com](http://www.djsstocks.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [www.djsstocks.com](mailto:www.djsstocks.com).
  13. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
  14. **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 22<sup>nd</sup> 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 27, 2016 (9.00 a.m.)> and ends on <September 29, 2016 (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 23, 2016>, 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. 23<sup>rd</sup> September, 2016.
- (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. 23<sup>rd</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (i) Any person who acquire shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. 23<sup>rd</sup> September, 2016 may obtain User Id and password by sending request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at toll free no.:1800-222-990.
- (j) The instructions of e-voting are as under:**
  - (1) In case of members receiving e-mail:
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password;



- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
  - (iii) Click on Shareholder – Login;
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login;
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles;
  - (vii) Select “EVEN” of DJS Stock And Shares Limited;
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens;
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed;
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [rcbagdipcs@yahoo.in](mailto:rcbagdipcs@yahoo.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (2) In case of members receiving the physical copy:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

**EVEN (Remote e-voting Event Number)    USER ID    PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (k) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) for members and remote e-voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800-222-990.
- (l) Members can also update mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**Explanatory Statement under Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 4:**

The Board of Director at their meeting held on 19<sup>th</sup> December, 2015 appointed Mr. Bharat Pandya as an Additional Director of the Company. Mr. Bharat Pandya holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Bharat Pandya for the office of Director liable to retire by rotation.

The Board recommends the resolution to be passed by the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

**Item No. 5:**

The Board of Director at their meeting held on 19<sup>th</sup> December, 2015 appointed Mr. Vinesh Pandya as an Additional Director of the Company. Mr. Vinesh Pandya holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Vinesh Pandya for the office of Director liable to retire by rotation.

The Board recommends the resolution to be passed by the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

**Item No. 6:**

The Board of Director at their meeting held on 14<sup>th</sup> March, 2016 appointed Mr. Harish Sharma as an Additional Director of the Company. Mr. Harish Sharma holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Harish Sharma for the office of Director liable to retire by rotation.

Further, the Board also appointed, subject to the approval of members, Mr. Harish Sharma as Whole time Director of the Company for a period of three years with effect from March 14, 2016.

Mr. Harish Sharma, aged about 47 years is having more than 10 years of experience in the capital market and his association with the Board will be of immense value to the overall progress of the Company.

The Board recommends the resolution to be passed by the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

**Registered Office:**

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

**For and on behalf of the Board**

**Pratik Sudhir Bhatt**  
**DIN: 00655368**  
**Chairman**

**Dated:** 03-09-2016

## ANNEXURE

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

Name of Director	Mr. 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. Hilton Metal Forging Limited 2. Ken Financial Services Limited 3. Harivardhan Steel And Alloys Private Limited 4. Sumangal Commodities Private Limited 5. Acquitor Financial Services Private Limited 6. Sumangal Shares & Securities Private Limited 7. Khattu Land And Property Traders Private Limited
Names of Committees of the Companies of which he / she holds membership	1. Hilton Metal Forging Limited 2. Ken Financial Services Limited

Name of Director	Mr. Bharat Ramanlal Pandya
Date of Birth	22-01-1974
No. of Equity Shares held	None
Qualification	Graduate
Relationship with other Directors	None
Nature of Expertise	Back office work
Name of Companies in which he / she holds Directorship	Dolex Commercial Private Limited
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Vinesh Bharatbhai Pandya
Date of Birth	23-07-1976
No. of Equity Shares held	None
Qualification	Graduate
Relationship with other Directors	None
Nature of Expertise	Stock Market, Arbitration
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

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

**DIRECTORS' REPORT**

To,  
The Members,  
**DJS Stock and Shares Limited**

Your Directors have pleasure in presenting their **Twenty-Second Annual Report** together with the Audited Accounts of the Company for the year ended on 31<sup>st</sup> March, 2016.

**1. Financial Results:**

The financial results are summarized below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Year ended 31<sup>st</sup> March, 2016</b>	<b>Year ended 31<sup>st</sup> March, 2015</b>
A	Total Revenue	8704858	9696358
B	Total Expenses	6887992	6980342
C	Profit/(Loss) Before Tax	1816866	2716016
D	Tax expense		
	- Current Tax	635785	520000
	- Deferred Tax	73000	(74572)
E	Profit/(Loss) after Tax	1108082	2270588

**2. Financial Performance:**

During the year under review, the Company has earned Total Revenue of Rs. 8704858/- in comparison to Rs. 9696358/- during the previous year. The Company has earned net profit after tax of Rs. 1108082/- in comparison of Rs. 2270588/- during the previous year. Your directors are hopeful of better performance in the forthcoming year. There was no change in the nature of the business of the Company during the year.

**3. Dividend & Reserves:**

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

**4. Management Discussion & Analysis:**

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

**5. Listing With Stock Exchanges:**

At Present, the Equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE). The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015 due to non-compliance.

**6. Dematerialization of Shares:**

94.18% of the Company's paid up Equity Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2016 and balance 5.82% is in physical form. The Company's Registrar and Transfer Agent is Purva Sharegistry (India) Private Limited. having their registered office at No.9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

**7. Internal Financial Controls:**

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

**8. Finance & Accounts:**

The Company has not raised any finance by issue of any securities during the year. The Company has adequate financial resources at its disposal for carrying on its business. Details of transactions are given in the Notes to the Financial Statements.

Your Company prepares its financial statements in compliance with the requirements of Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and profit for the year ended 31st March, 2016.

**9. Subsidiaries, Joint Ventures and Associates Companies**

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

**10. Deposits**

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

**11. Statutory Auditors:**

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

- (b) P. Mahendran, Chartered Accountant, Mumbai, retire at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

**12. Secretarial Auditors:**

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

**13. Internal Auditors:**

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

**14. Extract of the Annual Return:**

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

**15. Particulars Regarding Conservation Of Energy, Technology Absorption:**

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

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

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

**17. Corporate Social Responsibility (CSR):**

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

**18. Human Resources:**

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



**19. Meetings of the Board:**

The Board of Directors duly met 9 times during the financial year, the details of the same are being given in the Corporate Governance Report.

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

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

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

**ii. Appointment of Woman Director:**

The Board of Directors appointed Ms. Malati Vidur Bhatt (holding DIN 00656448) as an Additional Director on 30<sup>th</sup> June, 2015 in terms of Section 161(1) read with Section 149(1)(b) of the Companies Act, 2013. Subsequently, in the Annual General Meeting held on 30<sup>th</sup> September, 2015, the members of the Company appointed her as the Director of the Company.

**iii. Resignation of Directors:**

During the year, Mr. Devendra Sharma (holding DIN 02799986) and Mr. Kalpesh Madhavi (holding DIN 03323931) tendered their resignation from the Directorship of the Company on 14<sup>th</sup> March, 2016. The Board places its sincere gratitude for the valuable services rendered by them during their tenure as Directors of the Company.

**iv. Appointment of Directors:**

Mr. Bharat Pandya was appointed as an Additional Director of the Company on 19<sup>th</sup> December, 2015. In terms of section 161(1) of the Companies Act, 2013, he will hold office upto the date of forthcoming Annual General Meeting of the Company. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Mr. Vinesh Pandya was appointed as an Additional Director of the Company on 19<sup>th</sup> December, 2015. In terms of section 161(1) of the Companies Act, 2013, he will hold office upto the date of forthcoming Annual General Meeting of the Company. The Company has received a notice in writing from a member proposing

his candidature for the office of Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Mr. Harish Sharma was appointed as an Additional Director of the Company on 14th March, 2016. In terms of section 161(1) of the Companies Act, 2013, he will hold office upto the date of forthcoming Annual General Meeting of the Company. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further, he is appointed as Whole time Director of the Company for a period of three years and he shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013.

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

**21. Vigil Mechanism:**

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

**22. Nomination and Remuneration Policy:**

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

**23. Particulars of Loans, Guarantees or Investments:**

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

**24. Related Party Transactions:**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC 2 is not required. During the year, no material related party transactions were entered into with related parties by the Company. Details of transactions with related parties are given in the Notes to the Financial Statements.

**25. Risk Management:**

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

**26. Safety:**

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

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

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

**28. Material changes and commitments:**

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

**29. Board Evaluation:-**

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

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

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

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

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

### 30. Corporate Governance:

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

A report on a Corporate Governance is appended as annexure to this report.

### 31. Audit Committee:

The Audit Committee was reconstituted on 30-05-2015. The Audit Committee is comprised of three directors. The composition of the Audit Committee is as follows:-

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

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

### 32. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is comprised of three directors. The composition of the Nomination and Remuneration Committee is as follows:-

Name	Designation	Category
Mr. Manoj Kumar More	Chairman	Non-Executive Non-Independent Director
@Mr. Devendra Sharma	Member	Non-Executive Independent Director
@Mr. Kalpesh Madhavi	Member	Non-Executive Independent Director
*Mr. Avinash Kumar	Member	Non-Executive Independent Director
*Mr. Sunil Sharma	Member	Non-Executive Independent Director

@upto 14.03.2016

\*from 14.03.2016

**33. Ratio of Remuneration:**

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.

**34. Share Capital:****A) Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

**B) Sweat Equity**

The Company has not issued any Sweat Equity Shares during the year under review.

**C) Bonus Shares**

No Bonus Shares were issued during the year under review.

**D) Employees Stock Option Plan**

The Company has not provided any stock option plan during the year under review.

**35. Directors Responsibility Statement:**

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

- a) in the preparation of annual accounts for the financial year ended 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016 and of the profit of the Company for the year ended on that date;
- c) adequate accounting records are maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) financial statements have been drawn up on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**36. Acknowledgment:**

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

**Registered Office:**

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

**For and on behalf of the Board**

**Pratik Sudhir Bhatt**  
**DIN: 00655368**  
**Chairman**

**Dated: 30/05/2016**

## Annexure A

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016.**

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

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2016** ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2016** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28<sup>th</sup> October, 2014 **(Not applicable to the Company during the Audit Period)**;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;
- (vi) We have relied on the information and representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under the other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Board Meetings and Annual General Meeting.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.
- (iii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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

1. Non-appointment of Company Secretary & CFO under section 203 of The Companies Act, 2013.
2. Certain Forms yet to be filed with concerned ROC/MCA.

**We further report that**

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

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

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

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

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

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

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

**Place: Indore  
Dated: 30<sup>th</sup> May, 2016**

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

**Annexure 1**

To,  
The Members,  
**DJS Stock And Shares Limited**

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

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

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

**Place: Indore  
Dated: 30<sup>th</sup> May, 2016**

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

## Annexure B

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2016  
[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the  
Companies (Management & Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L67120TZ1994PLC005030
ii	Registration Date	27-04-1994
iii	Name of the Company	DJS Stock and Shares Limited
iv	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
v	Address of the Registered office & contact details	Vishweawaram, 132 West Venkatasamy Road, Ground Floor, R S Puram, Coimbatore, Tamil Nadu - 641002.
vi	Whether listed company	Yes (Listed in BSE)
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Private Limited No. 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 001.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name & Description of main Products/ services	NIC Code of the Product /Service	% to total turnover of the Company
1	Broking services of shares and stocks	67120	100.00%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLI-CABLE SECTION
NIL					

## IV. SHAREHOLDING PATTERN

(Equity Share capital Break up as percentage of Total Equity)

## i) Category-Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	42130500	0	42130500	55.83	42130500	0	42130500	55.83	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (A) (1) :-</b>	<b>42130500</b>	<b>0</b>	<b>42130500</b>	<b>55.835</b>	<b>42130500</b>	<b>0</b>	<b>42130500</b>	<b>55.83</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0.00
b) Other Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any other...	0	0	0	0	0	0	0	0	0.00
<b>SUB TOTAL (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>42130500</b>	<b>0</b>	<b>42130500</b>	<b>55.835</b>	<b>42130500</b>	<b>0</b>	<b>42130500</b>	<b>55.83</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
C) Cenntal Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s).	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	9877720	97500	9975220	13.22	9606231	97500	9703731	12.86	-0.360
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	8550757	4338000	12888757	17.08	9124079	4296000	13420079	17.79	0.704
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	9442604	0	9442604	12.51	9110510	0	9110510	12.07	-0.440
c) Others									
i) NRI	64325	0	64325	0.09	64325	0	64325	0.09	0.000
ii) HUF	900113	0	900113	1.19	942114	0	942114	1.25	0.056
iii) Clearing Members	54481	0	54481	0.07	84741	0	84741	0.11	0.040
<b>SUB TOTAL (B)(2) :-</b>	<b>28890000</b>	<b>4435500</b>	<b>33325500</b>	<b>44.17</b>	<b>28932000</b>	<b>4393500</b>	<b>33325500</b>	<b>44.17</b>	<b>0.000</b>
<b>Total Public Shareholding(B)= (B)(1) + (B)(2)</b>	<b>28890000</b>	<b>4435500</b>	<b>33325500</b>	<b>44.165</b>	<b>28932000</b>	<b>4393500</b>	<b>33325500</b>	<b>44.165</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>71020500</b>	<b>4435500</b>	<b>75456000</b>	<b>100.000</b>	<b>71062500</b>	<b>4393500</b>	<b>75456000</b>	<b>100.000</b>	<b>0.00</b>

**(ii) SHAREHOLDING OF PROMOTERS**

SI No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	B K Dyeing & Print Mills Pvt. Ltd.	15813930	20.96	0	15813930	20.96	0	0.00
2	Sriman Shares Management Pvt. Ltd.	15789945	20.93	0	15789945	20.93	0	0.00
3	Malar Shareshoppe Ltd.	10526625	13.95	0	10526625	13.95	0	0.00
	<b>Total</b>	<b>42130500</b>	<b>55.835</b>	<b>0.00</b>	<b>42130500</b>	<b>55.835</b>	<b>0.00</b>	<b>0.00</b>

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

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

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

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Victory Sales Pvt Ltd	6961757	9.22	6953507	9.21
2	Mohanlal Sehajpal	1165500	1.54	1165500	1.54
3	Madhusudan Mathurbhai Jani	765074	1.01	765074	1.01
4	Lunkad Textiles Pvt Ltd	653283	0.86	653283	0.86
5	Madanlal Harakchand Bagrecha	653475	0.86	652500	0.86
6	Manoj M Ruparael	415500	0.55	546880	0.72
7	Babubhai D Patel	546807	0.72	541307	0.71
8	Bhupendra Murji Shah	530250	0.70	530250	0.70
9	Cpr Capital Services Ltd	546075	0.72	415620	0.55
10	Dolex Commercial Pvt Ltd	0	0.00	411600	0.54

**(v) Shareholding of Directors & Key Managerial Personnel**

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

**V. INDEBTEDNESS**

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

<b>For Each of the Directors &amp; KMP</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL***A. Remuneration to Managing Director, Whole time directors and/or Manager:*

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

**B. Remuneration to other directors:**

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

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b>	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	-as % of profit	-	-	-	-
	-others, Specify....	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	-	-	-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

## REPORT ON CORPORATE GOVERNANCE

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

The Company remains committed to the concept of good corporate governance practices in all its activities to ensure the ultimate goal of making the Company a value driven organization. The Company desires to achieve transparency, full disclosure and independent monitoring of the state of affairs and shall be fair to all its stakeholders. The Company has adopted the requirement of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

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

### 2. BOARD OF DIRECTORS:

- (i) **Composition of Board, Directorships and Committees position held in other Companies as at 31<sup>st</sup> March, 2016**

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside Committees#	
			As Chairman	As Member
Mr. Pratik Sudhir Bhatt	Executive Director	Nil	None	None
@Mr. Devendra Sharma	Non-Executive Independent Director	1	None	None
@Mr. Kalpesh Madhvi	Non-Executive Independent Director	Nil	None	None
Mr. Avinash Kumar	Non-Executive Independent Director	Nil	None	None
Mr. Sunil Sharma	Non-Executive Independent Director	Nil	None	None
Mr. Manoj Kumar More	Non-Executive Professional Director	7	3	3
Ms. Malati Vidur Bhatt	Non-Executive Independent Director	2	None	None
*Mr. Bharat Pandya	Non-Executive Professional Director	1	None	None
*Mr. Vinesh Pandya	Non-Executive Professional Director	Nil	None	None
#Mr. Harish Sharma	Executive Director	Nil	None	None

@ upto 14-03-2016

\* from 19-12-2015

# from 14-03-2016

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

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

**(ii) Board Meetings:**

In the financial year 2015-16, the Board of Directors met 9 times. The meetings were held on 15-05-2015, 30-05-2015, 30-06-2015, 14-08-2015, 02-09-2015, 09-11-2015, 19-12-2015, 13-02-2016 and on 14-03-2016.

Attendance of Directors in meetings held during the financial year 2015-2016.

Sr. No.	Name of Directors	No. of Board Meeting attended in F.Y. 2015-2016	Attendance at Last AGM (30-09-2015)
1.	Mr. Pratik Sudhir Bhatt	9	Yes
2.	Mr. Devendra Kumar Sharma	8	Yes
3.	Mr. Kalpesh Madhvi	8	Yes
4.	Mr. Avinash Kumar	9	Yes
5.	Mr. Sunil Sharma	9	Yes
6.	Mr. Manoj Kumar More	9	Yes
7.	Ms. Malati Vidur Bhatt	7	Yes
8.	Mr. Bharat Ramanlal Pandya	3	No
9.	Mr. Vinesh Bharatbhai Pandya	3	No
10.	Mr. Harish Sharma	1	No

None of the Directors are nominee of any Institutions.

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

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

Table given below shows the relationship between the Directors:

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

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

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2016:

Name of Directors	Category	No Shares held
Mr. Devendra Kumar Sharma	Independent Non-Executive	Nil
Mr. Kalpesh Madhvi	Independent Non-Executive	Nil
Mr. Avinash Kumar	Independent Non-Executive	Nil
Mr. Sunil Sharma	Independent Non-Executive	Nil
Mr. Manoj Kumar More	Professional Non-Executive	Nil
Ms. Malati Vidur Bhatt	Independent Non-Executive	Nil
Mr. Bharat Ramanlal Pandya	Professional Non-Executive	Nil
Mr. Vinesh Bharatbhai Pandya	Professional Non-Executive	Nil

**(iii) Familiarization programmes for Independent Directors:**

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

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

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

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

**(ii) Composition of the Committee:**

The Audit Committee is comprised of independent and non-executive directors. During the financial year ended 31.03.2016, four Audit Committee Meetings were held on 30-05-2016, 14-08-2015, 09-11-2015 and 13-02-2016.

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



Name	Designation	Category	No. of Meetings attended during the year 2015-16
Mr. Sunil Sharma	Chairman	Non-Executive Independent Director	4
Mr. Avinash Kumar	Member	Non-Executive Independent Director	4
Mr. Pratik Bhatt	Member	Executive Non Independent Director	4

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

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

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30<sup>th</sup> September, 2015 and provided clarifications to the members of the Company on the matters relating to accounts and finance.

(v) An Audit Committee meeting was held on 30<sup>th</sup> May, 2015 where the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2015 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

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

Financial Reporting	Date of Approval by Audit Committee
Quarter ended 31 <sup>st</sup> March, 2015	30 <sup>th</sup> May, 2015
Quarter ended 30 <sup>th</sup> June, 2015	14 <sup>th</sup> August, 2015
Quarter/Half Year ended 30 <sup>th</sup> Sept. 2015	9 <sup>th</sup> November, 2015
Quarter ended 31 <sup>st</sup> December, 2015	13 <sup>th</sup> February, 2016

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

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

- (i) Terms of Reference
- (a) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees.

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

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

- (ii) Composition:

The Nomination and Remuneration Committee is comprised of three directors. During the financial year ended 31.03.2016, Three Committee Meetings were held on 30-06-2015, 19-12-2015 and 14-03-2016.

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

Name	Designation	Category	No. of Meetings attended during the year 2015-16
Mr. Manoj Kumar More	Chairman	Non-Executive Non-Independent Director	3
@Mr. Devendra Sharma	Member	Non-Executive Independent Director	2
@Mr. Kalpesh Madhavi	Member	Non-Executive Independent Director	2
*Mr. Avinash Kumar	Member	Non-Executive Independent Director	1
*Mr. Sunil Sharma	Member	Non-Executive Independent Director	1

@upto 14.03.2016 \*from 14.03.2016

**(iii) Performance Evaluation Criteria for Independent Directors:**

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

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

**5. REMUNERATION OF DIRECTORS:**

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

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

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

- (i) The Company has a 'Stakeholders Relationship Committee' to review transfer and transmission of securities, issue of duplicate certificates, share dematerialization and rematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other Shareholder related issues.
- (ii) The Committee is chaired by Mr. Avinash Kumar; The Committee met thrice during the year 2015-16 on 30-05-2015, 02-09-2015 and 14-03-2016. The Committee comprises of three Non Executive Directors, Details of composition are as under:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meetings attended during the year 2015-16</b>
Mr. Avinash Kumar	Chairman	Non-Executive Independent Director	2
Mr. Sunil Sharma	Member	Non-Executive Independent Director	2
Mr. Pratik Bhatt	Member	Executive Director	2

- (iii) Mr. Pratik Bhatt has been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, Mumbai.
- (iv) Number of Shareholders' complaints received during the year : Nil  
 Number not solved to the satisfaction of the Shareholders : Nil  
 Number of pending share Transfers : Nil

## 7. GENERAL BODY MEETINGS:

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

AGM	Date of meeting	Location	Time
19 <sup>th</sup>	30-09-2013	Shri Krishna Hall, VKL Nagar Road, Near Priyamangal Towers, Mettupalayam Road, Thudiyalore, Coimbatore - 641 034.	9.30 a.m.
20 <sup>th</sup>	30-09-2014	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9.30 a.m.
21 <sup>st</sup>	30-09-2015	Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore - 641 002.	9:30 a.m.

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

AGM Date	Special Resolutions passed
30-09-2013	No Special Resolution was passed
30-09-2014	No Special Resolution was passed
30-09-2015	Special Resolution passed for appointment of Managing Director

- (iii) Postal Ballot: During the year 2015-16, there was no special resolution passed through postal ballot process. None of the business is proposed to be transacted through Postal Ballot.

## 8. MEANS OF COMMUNICATION

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

### 9. GENERAL SHAREHOLDERS INFORMATION

(i) <b>Next AGM:</b>		
Date	Time	Venue
30-09-2016	9.00 p.m.	Rajasthani Sangh, Seminar Hall, D.B. Road, R S Puram, Coimbatore, Tamilnadu 641002
(ii) Financial Year		1 <sup>st</sup> April to 31 <sup>st</sup> March
(iii)	Dividend Payment Date	Not Applicable
(iv)	Listing on Stock Exchanges	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai
(v)	Listing Fees	The Company is yet to pay the listing fees to the BSE Limited for the financial year 2015-16.
(vi)	<b>Stock Code</b> BSE ISIN	511636 INE234E01027
(vii)	Depository Connectivity	National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)

(viii)	Stock Market Data			
	Month	High	Low	Month Close
	April 2015	0.54	0.50	0.52
	May 2015	-	-	-
	June 2015	0.63	0.54	0.63
	July 2015	1.03	0.66	0.99
	August 2015	1.23	0.98	1.17
	September 2015	1.17	1.12	1.12
	October 2015	1.22	1.07	1.22
	November 2015	1.36	1.18	1.18
	December 2015	1.13	1.08	1.08
	January 2016	1.03	0.98	0.98
	February 2016	-	-	-
	March 2016	-	-	-
(ix)	Performance of the share price of the Company in comparison to the BSE Sensex:	The trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015.		
(x)	<p><b>Registrar &amp; Transfer Agents:</b> The Company has appointed M/s. Purva Shareregistry (India) Private Limited as a common agency for share registry work (both physical &amp; electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.</p> <p><b>M/s. Purva Shareregistry (India) Private Limited</b> Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.</p>			
(xi)	<p><b>Share Transfer System:</b> With a view to expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to Stakeholders Relationship Committee of the Board. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited within 7 days.</p>			

(xii) DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2016:

## (a) According to Category holdings

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of shareholding
<b>Promoters</b>				
Bodies Corporate	4	0.16	42130500	55.83
<b>Public</b>				
Individual	2396	95.08	22530589	29.86
Corporate Bodies	51	2.02	9703731	12.86
NRI	4	0.16	64325	0.09
HUF	58	2.30	942114	1.25
Clearing Member	7	0.28	84741	0.11
<b>Total</b>	<b>2520</b>	<b>100.00</b>	<b>75456000</b>	<b>100.00</b>

## (b) According to Number of Equity Shares

No. of Equity Shares held	No. of shareholders	% of total shareholders	No. of shares	% of shareholding
1-5000	1888	74.92	3458709	4.58
5001-10000	241	9.56	1760253	2.33
10001-20000	157	6.23	2232356	2.96
20001-30000	65	2.58	1571172	2.08
30001-40000	58	2.30	2084223	2.76
40001-50000	26	1.03	1171351	1.55
50001-100000	38	1.51	2716391	3.60
100001 & above	47	1.87	60461545	80.13
<b>Total</b>	<b>2520</b>	<b>100.00</b>	<b>75456000</b>	<b>100.00</b>

(xiii) Dematerialization of Shares and liquidity	94.18% of the Company's Equity shares are Dematerialized as on 31.03.2016
(xiv) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable

(xv) Commodity Price risk or foreign exchange risk and hedging activities	The Company did not engage in Commodity & hedging activities during the year.
(xvi) Plant Locations	The Company is not engaged in any manufacturing activities hence do not have any plant.
(xvii) Address for Correspondence	The shareholders may address their communications/ suggestions/ queries/ grievances to our share transfer agent: <b>Purva Sharegistry (India) Pvt. Ltd.</b> No. 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

**10. DISCLOSURES:**

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large	There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.
Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	Due to non-compliance regarding filing reports, the trading in the shares of the Company on BSE is suspended w.e.f. 21.12.2015.
Details of establishment of vigil mechanism / whistle blower policy	The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy.
Details of compliance with mandatory requirements and adoption of non-mandatory requirements	The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement (upto 30 <sup>th</sup> November, 2015) and Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (w.e.f. 1 <sup>st</sup> December, 2015).



	The Details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.
Material Subsidiary Web link for policy on dealing with related party transactions	The Company has no material Subsidiary <a href="http://www.djsstocks.com">www.djsstocks.com</a>

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

During the year 2015-16, the Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

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

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

**13. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:**

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the year 2015-16, wherever applicable.

**14. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31<sup>st</sup> March, 2016. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**DECLARATION – CODE OF CONDUCT**

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

**Place: Mumbai**  
**Dated: 30-05-2016**

**Pratik Sudhir Bhatt**  
**DIN: 00655368**  
**Director**

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

We have reviewed the compliance of conditions of Corporate Governance by DJS Stock and Shares Limited for the year ended 31<sup>st</sup> March, 2016 as stipulated in para E of Schedule V the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange:

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

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

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

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

**Place: Mumbai**  
**Dated: 30-05-2016**

## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Overview

The Capital market industry has revived and given an overwhelming positive response to the changed political conditions and the new Government. Further to this recovery has helped in improving economic fundamental and sustained policy support. Risk appetite has returned, Equity market has improved and capital market is reviving.

### Overall Review

The demand situation in both the Indian Market as well as in the Global Market has been uninspiring. In India, despite impressive GDP growth, consumer sentiments have been quite subdued. The reasons being lackluster overall industrial growth in India and lack of significant fresh investments despite several reforms by the action oriented Government. Given the enlightened and timely initiative by a decisive Government in addressing reforms the industry has been seeking for decades, there will definitely be an improvement in the competitiveness of the industry.

### Industry Structure and Development

The global economic conditions remained subdued during the previous year. Even in India there were high inflation, higher interest rate and uncertain market. However the new Government at Centre is doing reasonably well to bring back the economy back on path of progress. The fruits of steps taken by the Government will be shown in the coming year. The introduction of GST will transform the market place in India. The Capital Market is also showing sign of recovery and already there are talks of it breaking all previous highs.

### Opportunities and Threats

Focus on reforms will provide opportunities for sustainable growth of Indian economy leading to investment/capital requirement. Focus on financial inclusion will lead to wider participation from all levels of investors. Regulatory reforms aiding greater participation by all classes of investors. However still there are threats from increased competition from local and global players operating in India. Also lack of expertise in fund based and non-fund based activities poses a threat. Continuous downward pressure on the fees, commissions and brokerages caused by heightened competition and willingness of most players to deliver services at very low fees is also perceived as threat for the industry.

### Segment-wise/Product-wise Performance

Your Company has only one reporting segment. The revenue for the year was Rs. 87.05 lakh and the profit after tax was Rs. 11.08 lakh.

**Outlook**

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

**Risk and Concern**

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

**Internal Control System**

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

**Financial Performance w.r.t. Operational Performance**

During the year under review, the Company has earned Total Revenue of Rs. 87.05 lakh in comparison to Rs. 96.96 lakh during the previous year. The Company has earned net profit after tax of Rs. 11.08 lakh in comparison to Rs. 22.71 lakh during the previous year. The profitability was adversely affected due to lower revenue. Your Company started trading in commodities during the year.

**Safety, Health and Environment**

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

**Human Resources**

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

**Cautionary Statement**

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

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**DJS STOCK AND SHARES LIMITED.**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of DJS Stock and Shares Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statements for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2016, its Profit and its cash flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on basis of such checks of books and records of the company as we considered appropriate and according the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of the written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**Place: Mumbai**  
**Date: 30/05/2016**

**(P. Mahendran)**  
**Chartered Accountants**  
**Membership No. : 029194**



**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT  
(Referred to in Paragraph (1) of our Report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (c) The Company did not own any immovable property during the year.
- (ii) The stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Consequently, the provisions of clauses ii (a) and ii (b) of the order are not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 during the year. Consequently, the provisions of clauses iii (a) and iii (c) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- (vii) (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any money by way of Term Loan during the year.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations, the Company has paid/provided managerial remuneration in accordance with the requisite approval mandated by the provision of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**Place: Mumbai**  
**Date: 30/05/2016**

**(P. Mahendran)**  
**Chartered Accountants**  
**Membership No. : 029194**

**ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT****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, 2016 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, 2016, 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.

**Place: Mumbai**  
**Date: 30/05/2016**

**(P. Mahendran)**  
**Chartered Accountants**  
**Membership No. : 029194**

## BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note no.	As at 31st March, 2016	As at 31st March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	2.1	7,54,56,000	7,54,56,000
(b) Reserves and Surplus	2.2	4,89,02,199	4,77,94,117
<b>(2) Current Liabilities</b>			
(a) Trade Payables	2.3	8,23,54,611	6,23,25,750
(b) Other Current Liabilities	2.4	10,80,781	6,19,517
(c) Short-Term Provisions	2.5	40,32,344	33,96,559
<b>Total Equity And Liabilities</b>		<b>21,18,25,934</b>	<b>18,95,91,944</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets	2.6		
i Tangible assets		5,15,426	5,91,208
ii Intangible assets		1,96,487	3,91,452
(b) Non Current Investments	2.7	4,73,36,669	1,04,71,547
(c) Deferred Tax Assets (Net)		2,94,855	3,67,855
<b>(2) Current assets</b>			
(a) Inventories	2.8	2,31,34,022	8,05,30,630
(b) Trade Receivables	2.9	2,88,63,827	4,69,719
(c) Cash and cash equivalents	2.10	36,38,153	70,45,340
(d) Short-Term Loans and Advances	2.11	9,86,56,545	8,04,43,917
(e) Other Current Assets	2.12	91,89,949	92,80,277
<b>Total Assets</b>		<b>21,18,25,934</b>	<b>18,95,91,944</b>

Notes referred above form an integral part of the financial statements

Notes referred above form an integral part of the financial statements

For DJS Stock and Shares Limited

As per my report even date

**(Harish Sharma)**  
(DIN 07332874)  
(Director)

**(Pratik Bhatt)**  
(DIN 00655368)  
(Director)

**P. Mahendran**

Chartered Accountants

M. No. 029194

Place : Mumbai

Date : 30/05/2016

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Sr. No.	Particulars	Note No.	Year ended 31st March 2016	Year ended 31st March 2015
I	Revenue from operations	2.13	86,56,512	96,92,433
II	Other income	2.14	48,346	3,926
III	<b>Total Revenue (I + II)</b>		<b><u>87,04,858</u></b>	<b><u>96,96,358</u></b>
IV	<b>Expenses:</b>			
	Employee Benefits Expenses	2.15	36,54,054	33,43,231
	Fianance Cost	2.16	11,04,334	10,91,053
	Depreciation and amortization Expenses	2.17	3,20,377	5,63,498
	Other Administrative Expenses	2.18	18,09,226	19,82,560
	<b>Total Expenses</b>		<b><u>68,87,992</u></b>	<b><u>69,80,342</u></b>
V	<b>Profit before tax exceptional and extraordinary items and tax (III - IV)</b>		<b><u>18,16,866</u></b>	<b><u>27,16,016</u></b>
VI	<b>Exceptional and Extraordinary items</b>		<b>0</b>	<b>0</b>
VII	<b>Profit After tax exceptional and extraordinary items and Before tax (V - VI)</b>		<b><u>18,16,866</u></b>	<b><u>27,16,016</u></b>
VIII	<b>Tax expense:</b>			
	Current Tax		6,35,785	5,20,000
	Deferred Tax		73,000	-74,572
IX	<b>Profit (Loss) for the period after Tax (VII-VIII)</b>		<b><u>11,08,082</u></b>	<b><u>22,70,588</u></b>
X	Earnings per equity share:		0.01	0.03

Notes referred above form an integral part of the financial statements

For DJS Stock and Shares Limited

As per my report even date

**(Harish Sharma)**  
(DIN 07332874)  
(Director)

**(Pratik Bhatt)**  
(DIN 00655368)  
(Director)

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

Place : Mumbai  
Date : 30/05/2016

**CASH FLOW STATEMENT FOR THE FINANACIAL YEAR 2015-2016**

PARTICULARS	Amount in ₹	
	31.03.2015	31.03.2015
<b>A. Cash Flow from Operating Activities</b>		
Net profit as per profit and loss A/c	11,08,082	22,70,588
Add: Provision for Tax	6,35,785	5,20,000
Add: Depreciation Written Off	3,20,377	5,63,498
<b>Cash generated / (used) from operations before Working Capital changes</b>	<b>20,64,244</b>	<b>33,54,086</b>
(Increase)\Decrease in Trade and other receivables	(4,64,43,409)	26,64,926
(Increase) in inventories\Decrease in Inventories	5,73,96,607	94,72,223
Increase in Trade payables and other current liabilities	2,04,90,124	(1,27,39,099)
<b>Net Cash Flow from Operating activities (A)</b>	<b>3,35,07,566</b>	<b>27,52,137</b>
<b>B. Cash Flow from Investing activities</b>		
Purchase of Assets	(49,630)	(10,000)
Increase in Investments	(3,68,65,122)	-
<b>Net Cash Flow from Investing activities (B)</b>	<b>(3,69,14,752)</b>	<b>(10,000)</b>
<b>C. Cash Flow from financing activities (C)</b>	-	-
Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(34,07,186)	27,42,137
Add: Opening balances of cash and cash equivalents	70,45,340	43,03,203
<b>Closing Balance of cash and cash equivalents</b>	<b>36,38,154</b>	<b>70,45,340</b>

**Notes referred above form an integral part of the financial statements**

As per my report even date

For DJS Stock and Shares Limited

**P. Mahendran**

Chartered Accountants

M. No. 029194

Place : Mumbai

Date : 30/05/2016

**(Harish Sharma)**

(DIN 07332874)

(Director)

**(Pratik Bhatt)**

(DIN 00655368)

(Director)

**Note 1: General Information and Significant Accounting Policies:****1. Corporate Information**

DJS Stock and Shares Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the advisory services in commodity market.

**2. Significant accounting policies****2.1 Basis of preparations**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statements to comply in all material respect with the accounting standards notified under the Companies (Accounting Standards) Rules 2006 (as amended) and the relevant provision of the Companies Act 2013. The financial statements have been prepared on an accrual basis and under the historical cost conventions. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

**2.2 Revenue Recognition:**

The Company follows the Mercantile System of Accounting and recognises Income and Expenditure on an accrual basis.

Brokerage income is recognized on trade date basis.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**2.3 Taxes on Income:**

- a) Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with income tax laws) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).
- b) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that the assets can be realized in future.



**2.4 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as results of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in Notes to Accounts, while contingent assets are neither recognized nor disclosed in the financial statements.

**2.5 Earning Per Share**

Basic Earning per Share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of shares outstanding during the year.

**2.6 Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for their intended use.

Cost incurred towards acquisition and development of computer software products meant for sale, lease or otherwise marketed, are capitalized until the product is available for release to the customers.

**2.7 Depreciation and Amortisation**

Depreciation on tangible assets is provided to the extent of depreciable amount on straight line method over the useful life of such assets as specified in Schedule II to the Companies Act, 2013.

Capitalised Software Cost are amortised on a product by product basis based on straight line method over the estimated economic life of the product. The carrying value of Capitalised Software Cost is reviewed at each Balance Sheet date and adjusted for any changes to the estimated economic life of the product

## NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2016

Particular	As at 31st March, 2016	As at 31st March, 2015	
<b>Note 2.1 : SHARE CAPITAL</b>			
(a) <b>Authorised Share Capital</b>			
10,00,00,000 Equity Shares of ₹ 1/- each	10,00,00,000	10,00,00,000	
(P. Y. 10,00,00,000 Equity Shares of ₹ 1/- each)	<u>10,00,00,000</u>	<u>10,00,00,000</u>	
(b) <b>Issued and Subscribed</b>			
7,54,56,000 Equity Shares of ₹ 1/- each	7,54,56,000	7,54,56,000	
(P. Y. 7,54,56,000 Equity Shares of ₹ 1/- each)	<u>7,54,56,000</u>	<u>7,54,56,000</u>	
(c) The Company has only one class of shares referred to as equity shares having par value of ₹ 1/-. Each holder of equity shares entitled to one vote per share.			
(d) During the year ended 31st March, 2016 the Board has not proposed any dividend. (Previous year : Nil)			
(e) <b>Reconciliation of number of shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>	
Shares at the beginning of the year	7,54,56,000	7,54,56,000	
Add : Bonus Shares issued during the year	-	-	
Outstanding shares at the year end	<u>7,54,56,000</u>	<u>7,54,56,000</u>	
(f) <b>Shares held by each shareholder holding more than 5% of the shares</b>			
<b>Sr. No.</b>	<b>Name of Share holders</b>	<b>No. of Shares</b>	<b>% of Holding</b>
i	BK Dyeing Printing Mills Private Limited	1,58,13,930 (1,58,13,930)	20.96 (20.96)
ii	Shriman Stock Management Private Limited	1,57,89,945 (1,57,89,945)	20.93 (20.93)
iii	Malar Share Shoppe Limited	1,05,26,625 (1,05,26,625)	13.95 (13.95)
iv	Victory Sales Private Limited	69,61,757 (69,61,757)	9.23 (9.23)

Particular	As at 31st March, 2016	As at 31st March, 2015
<b>Note 2.2 : RESERVES &amp; SURPLUS</b>		
<b>(a) Surplus - Profit &amp; Loss account</b>		
Opening balance	4,77,94,117	4,56,10,550
Add : Net Profit/(Net Loss) for the current period	11,08,082	22,70,588
	4,89,02,199	4,78,81,138
Less : Amortization of Fixed assets	-	87,021
	<b>4,89,02,199</b>	<b>4,77,94,117</b>
<b>Note 2.3 : TRADE PAYABLES</b>		
(a) For Client Margin Account	5,04,88,763	4,60,53,609
(b) For Services and Expenses	3,18,65,847	1,62,72,141
	<b>8,23,54,611</b>	<b>6,23,25,750</b>
<b>Note 2.4 : OTHER CURRENT LIABILITES</b>		
(a) Other payables	10,80,781	6,17,706
(b) Current Account -Temporary Overdrawn	-	1,811
	<b>10,80,781</b>	<b>6,19,517</b>
<b>Note 2.5 : SHORT TERM PROVISIONS</b>		
(a) Provision for Income Tax	40,32,344	33,96,559
	<b>40,32,344</b>	<b>33,96,559</b>

**Note 2.6 : FIXED ASSETS**

Depreciation	Gross Carrying Amount			Accumulated Depreciation				Net Carrying Amount			
	As at 1st April, 2015	Additions	Deductions	As at 31st March, 2016	Up to 31st March, 2015	For the year	Retained Earnings	Deduction	Up to 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
<b>Tangible Fixed Assets</b>											
Furniture & Fixtures	15,11,884	-	-	15,11,884	12,20,544	1,05,157	-	-	13,25,701	1,86,183	2,91,340
Office Equipments	5,24,380	-	-	5,24,380	4,98,161	-	-	-	4,98,161	26,219	26,219
Water Cooler	10,000	-	-	10,000	1,244	1,900	-	-	3,144	6,856	8,756
Computers	98,13,423	49,630	-	98,63,053	95,48,530	18,355	-	-	95,66,885	2,96,168	2,64,893
Total (A)	1,18,59,687	49,630	-	1,19,09,317	1,12,68,479	1,25,412	-	-	1,13,93,891	5,15,426	5,91,208
<b>Intangible Fixed Assets</b>											
Computer Software	13,82,262	-	-	13,82,262	9,90,810	1,94,965	-	-	11,85,775	1,96,487	3,91,452
Total (B)	13,82,262	-	-	13,82,262	9,90,810	1,94,965	-	-	11,85,775	1,96,487	3,91,452
<b>TOTAL (A)+(B)</b>	<b>1,32,41,949</b>	<b>49,630</b>	<b>-</b>	<b>1,32,91,579</b>	<b>1,22,59,289</b>	<b>3,20,377</b>	<b>-</b>	<b>-</b>	<b>1,25,79,666</b>	<b>7,11,913</b>	<b>9,82,660</b>
<b>Previous Year</b>	<b>1,32,31,949</b>	<b>10,000</b>	<b>-</b>	<b>1,32,41,949</b>	<b>1,16,08,770</b>	<b>5,63,498</b>	<b>87,021</b>	<b>-</b>	<b>1,22,59,289</b>	<b>9,82,660</b>	<b>16,23,179</b>

Particular	As at 31st March, 2016	As at 31st March, 2015
<b>Note 2.7 : NON-CURRENT INVESTMENTS</b>		
(a) Investment in Equity Shares (At Cost)		
- Quoted Shares	4,73,36,669	1,04,71,547
	<u>4,73,36,669</u>	<u>1,04,71,547</u>
<b>Note 2.8 : INVENTORIES</b>		
(a) Shares	2,31,34,022	8,05,30,630
(At Lower of cost or Market Value)		
	<u>2,31,34,022</u>	<u>8,05,30,630</u>
<b>Note 2.9 : TRADE RECEIVABLES</b>		
<b>(Secured or Unsecured, Considered Good or Doubtful)</b>		
(a) Debts outstanding for over six months from the date they are due for payment	-	-
(b) Other Debts :	2,88,63,827	4,69,719
	<u>2,88,63,827</u>	<u>4,69,719</u>
<b>Note 2.10 : CASH AND CASH EQUIVALENTS</b>		
(a) Cash and Cash Equivalent		
(i) Balances with Banks	34,66,777	69,85,844
(ii) Cash on hand	1,71,376	59,496
	<u>36,38,153</u>	<u>70,45,340</u>
<b>Note 2.11 : SHORT TERM LOANS AND ADVANCES</b>		
<b>(Secured or Unsecured, Considered Good or Doubtful)</b>		
(a) Deposits	9,86,56,545	8,04,43,917
	<u>9,86,56,545</u>	<u>8,04,43,917</u>
<b>Note 2.12 : OTHER CURRENT ASSETS</b>		
(a) Others	41,54,191	48,65,521
(b) Receivable with Government Authorities	50,35,758	44,14,757
	<u>91,89,949</u>	<u>92,80,277</u>

Particular	Year ended 31st March 2016	Year ended 31st March 2016	Year ended 31st March 2015	Year ended 31st March 2015
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**Note 2.13 : REVENUE FROM OPERATIONS**

(a) Operational Income		1,18,32,088		1,13,93,936
(b) Profit on Trading				
Sales	1,75,81,842		13,73,00,508	
Less : Cost of Sales				
Opening Stock	4,36,65,508		9,00,02,853	
Add : Purchase of Shares	2,25,932		12,95,29,789	
Less : Closing Stock	2,31,34,022		8,05,30,630	
	2,07,57,417	31,75,576	13,90,02,012	17,01,504
		<b>86,56,512</b>		<b>96,92,433</b>

**Note 2.14 : OTHER INCOME**

(a) Other Income		48,346		3,926
		<b>48,346</b>		<b>3,926</b>

**Note 2.15 : EMPLOYEE BENEFIT EXPENSES**

(a) Salaries		35,12,100		32,76,000
(b) Staff Welfare Expenses		1,41,954		67,231
		<b>36,54,054</b>		<b>33,43,231</b>

**Note 2.16 : FINANCE COST**

(a) Banks and Clearing Charges		11,03,038		10,62,362
(b) Interest Expenses		1,296		28,691
		<b>11,04,334</b>		<b>10,91,053</b>

**Note 2.17 : DEPRECIATION & AMORTISATION EXPENSES**

(a) Depreciation		3,20,377		5,63,498
		<b>3,20,377</b>		<b>5,63,498</b>

Particular	As at 31st March, 2016	As at 31st March, 2015
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**Note 2.18 : OTHER ADMINISTRATIVE EXPENSES**

(a) Conveyance Expenses	31,105	9,988
(b) Demat Charges	31,918	45,667
(c) Electricity Expenses	1,00,460	1,12,030
(d) Office Expenses	2,54,390	51,009
(e) Payment to Auditors	40,000	40,000
(f) Printing & Stationary Expenses	39,403	30,159
(g) Professional Fees	2,72,836	2,88,600
(h) Rent, Rate & Taxes	69,590	44,650
(i) Repairs & Maintenance	3,56,645	4,39,229
(j) SEBI Turnover Tax	10,593	7,152
(k) Stock Exchange Expenses	5,54,806	7,97,917
(l) Telephone and Postage Expenses	47,481	1,16,159
	<b>18,09,226</b>	<b>19,82,560</b>

**Note 2.19 : AUDITOR'S REMUNERATION**

(a) Audit Fee	25,000	25,000
(B) Tax Audit Fee	15,000	15,000
	<b>40,000</b>	<b>40,000</b>

**Note 2.20 : CONTINGENT LIABILITIES**

(a) Bank Guarantee	6,00,00,000	6,00,00,000
	<b>6,00,00,000</b>	<b>6,00,00,000</b>

**Note 2.21 : EARNING PER SHARE**

(a) Net Profit after tax as per statement of profit and loss attributable to Equity Shareholders	11,08,082	22,70,588
(b) Weighted Average number of equity shares outstanding	7,54,56,000	7,54,56,000
(c) Basic and Diluted Earning Per Share	0.01	0.03
(d) Face Value per equity shares	1/-	1/-

**Note 2.22 : SEGMENT REPORTING**

The Company is engaged mainly in trading activities and as such there are no other reportable segment as defined by Accounting Standard 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India.

**Note 2.23 : RELATED PARTY DISCLOSURES**

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

## (a) Key Management Personnel and Their Relatives

- Mr. Pratik Bhatt, Managing Director Director

## (b) Enterprises over which key management personnel are able to exercise significant influence: None

Particulars	Referred in I (a) above	Referred in I (b) above
<b>Salary/Remuneration</b>		
Current Year	NIL	NIL
Previous Year	NIL	NIL

**Note 2.24 :**

Previous year's figures have been regrouped or rearranged wherever found necessary to correspond with the current year's classification.

Notes referred above form an integral part of the financial statements

**For DJS Stock and Shares Limited**

As per my report even date

**(Harish Sharma)**  
(DIN 07332874)  
(Director)

**(Pratik Bhatt)**  
(DIN 00655368)  
(Director)

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

Place : Mumbai  
Date : 30/05/2016



**Form No. MGT-11  
Proxy form**

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

**DJS STOCK AND SHARES LIMITED  
CIN: L67120TZ1994PLC005030**

Visweawaram, 132 West Venkatasamy Road, Ground Floor, R S Puram Coimbatore,  
Tamil Nadu - 641002.

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2016 at 9:00 a.m. at Rajasthani Sangh, Seminar Hall, D. B. Road, R. S. Puram, Coimbatore, Tamil Nadu – 641 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1.	To receive, consider and adopt the audited financial statements for the year ended 31st March, 2016 including the audited Balance Sheet and the statement of Profit & Loss Account for the year ended as on that date together with the report of Directors' and Auditors' thereon.
2.	Re-appointment of Mr. Manoj Kumar More (holding DIN 0040190) as Director who retires by rotation.
3.	Appointment of Statutory Auditor of the Company
4.	Appointment of Mr. Bharat Pandya as Director of the Company.
5.	Appointment of Mr. Vinesh Pandya as Directors of the Company.
6.	Appointment of Harish Sharma as Whole-time Director of the Company.

Signed this ..... day of ..... 20....

Signature of Shareholder: \_\_\_\_\_ Signature of Proxy holder(s): \_\_\_\_\_

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

**DJS STOCK AND SHARES LIMITED**

**CIN: L67120TZ1994PLC005030**

Visweawaram, 132 West Venkatasamy Road, Ground Floor, R S Puram Coimbatore,  
Tamil Nadu - 641002.

**ATTENDANCE SLIP**

Member's Folio No : \_\_\_\_\_  
Client ID No : \_\_\_\_\_  
DP ID No : \_\_\_\_\_  
Name of Member : \_\_\_\_\_  
Name of Proxy Holder : \_\_\_\_\_  
No of Shares Held : \_\_\_\_\_

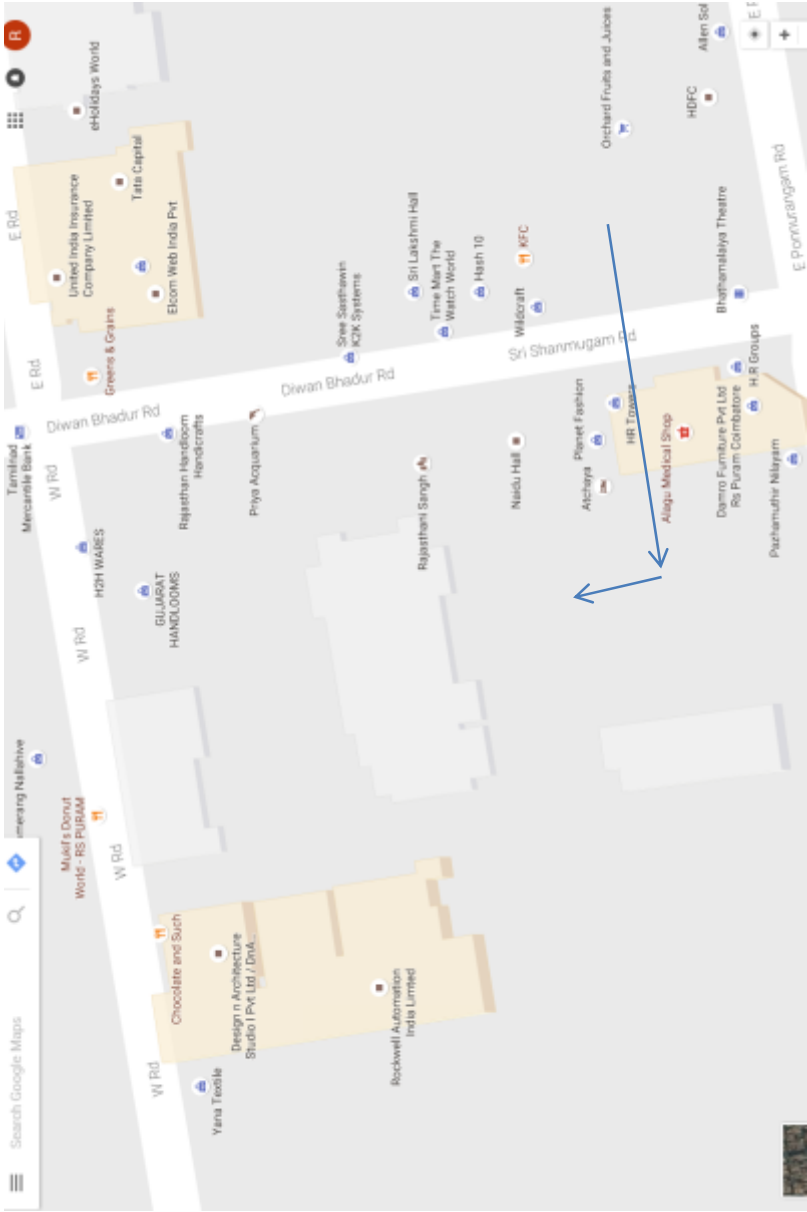
**I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting** of the Company held on **Friday, 30<sup>th</sup> September, 2016** at 9.00 a.m. at Rajasthani Sangh, Seminar Hall, D. B. Road, R. S. Puram, Coimbatore, Tamil Nadu - 641 002.

\_\_\_\_\_  
Signature of the Member / Proxy

**Notes:**

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

# Route Map



If undelivered, please return to :  
**DJS STOCK AND SHARES LIMITED**  
Visweawaram, 132 West Venkatswamy Road,  
Ground Floor, RS Puram, Coimbatore - 641002,  
Tamil Nadu-401105