



CIN: L67120TZ1994PLC005030

**Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore – 641001.
Email – info@djsstocks.com djss2011@gmail.com Website – www.djsstocks.com**

Date: 12th July, 2024

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

Script Code: 511636

Sub: Annual Report for the financial year 2023-24

Dear Sir / Madam,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find attached herewith Annual Report of the Company along with the Notice of the 30th Annual General Meeting and other Statutory Reports for the financial year 2023-24.

Kindly take the same on your records.

Thanking you.

Yours faithfully
For DJS Stock and Shares Limited

Aniruddh Parashar
DIN: 02576496
Director

Encl.: as above

**Corporate. Off. : A/128-129, Ostwal Ornate Building No. 1 CHSL, Near Jain Mandir,
Jesal Park, Bhayander (E), Thane - 401 105.
Tel. No. : 8652665514**

ANNUAL REPORT

2023-2024

**DJS STOCK AND
SHARES LIMITED**

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	1. Mr. Bhawani Singh Shekhawat 2. Mr. Aniruddh Parashar 3. Mr. Manoj Kumar More 4. Mr. Vikash Jindal 5. Ms. Neha Kailash Bageria
COMPANY SECRETARY	:	Mrs. Khushboo Vasudev
REGISTERED OFFICE	:	Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore - 641 001
CORPORATE OFFICE	:	A/128-129, Ostwal Ornate Building No. 1 CHSL, Near Jain Mandir, Jesal Park, Bhayander (East), Thane - 401 105
BANKERS	:	Axis Bank Limited Mumbai
AUDITORS	:	M/s. Satya Prakash Natani & Co. Chartered Accountants
SECRETARIAL AUDITORS	:	M/s. Abhilasha Chaudhary & Associates Practicing Company Secretary, Mumbai
SHARE TRANSFER AGENTS	:	Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.
SHARES LISTED AT	:	BSE Limited

NOTICE

Notice is hereby given that the **30th Annual General Meeting** of the members of **DJS Stock and Shares Limited** will be held on **Monday, 5th August, 2024 at 02:00 p.m.** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following business to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of Board of Directors and Auditors thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

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

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

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

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

SPECIAL BUSINESS:

3. **Appointment of Mr. Bhawani Singh Shekhawat (holding DIN 06970102) as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company, on recommendation of Nomination & Remuneration Committee, Mr. Bhawani Singh Shekhawat (holding DIN 06970102), who was appointed as an Additional Director – Executive Director on the Board of Directors of the Company

with effect from 7th May, 2024 and whose term of office expires at the Annual General Meeting 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 the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

4. **Appointment of Mr. Bhawani Singh Shekhawat (holding DIN 06970102) as a Managing Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to the appointment of Mr. Bhawani Singh Shekhawat (holding DIN 06970102) as the Managing Director of the Company for a period of 5 (five) years from 5th August, 2024 to 4th August, 2029 on the terms and conditions of appointment including the payment of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, to alter, enhance or widen the scope of remuneration including periodical increase in his remuneration as may be permissible within the overall remuneration limits in accordance with Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations, as amended from time to time.

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

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

5. **Shifting of Registered Office of the Company and consequential amendment in Memorandum of Association of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 13(4) read with Section 12 and other applicable provisions, if any, under Companies Act, 2013 or any other law for the time being in force read with the applicable rules, as amended from time to time, (including any statutory modifications or amendment thereto or reenactment thereof for the time being in force), subject to the consents, sanctions and approval of any authority (including Central Government, power delegated to Regional Director, Ministry of Corporate Affairs), as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and subject to the consent/approval of the Members of the Company by way of special resolution, consent of Board be and is hereby accorded for shifting of the registered office from the State of Tamil Nadu to the State of Maharashtra.

RESOLVED FURTHER THAT subject to the approval of the Members in general meeting, Memorandum of Association of the Company be altered/amended by inserting the words “State of Maharashtra” in substitution of and while deleting the words “State of Tamil Nadu” in Clause-(2) thereof and the new clause (2) shall be read as under:

“2. The Registered Office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to take such step(s) and action(s) as may be deemed necessary to give effect to the aforesaid resolution including filing of application under Section 13(4) of the Companies Act, 2013 before the Regional Director, Southern Region, Chennai and/or any other authority and to act for every purpose in connection therewith and/or incidental thereof.”

Registered Office:

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

Place: Bhayander

Dated: 9th July, 2024

For and on behalf of the Board

Sd/-

Aniruddh Parashar

Director

DIN: 02576496

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 30th AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The attendance of members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of Companies Act, 2013.
4. Pursuant to Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the notice.
5. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
6. The Register of Members and the Share Transfer Books of the Company will be closed from July 30, 2024 to August 5, 2024 (both days inclusive).
7. In accordance with, the circulars issued by MCA and Securities and Exchange Board of India ('SEBI'), owing to the difficulties involved in dispatching of physical copies of the Annual Report of the Company and the Notice of AGM, the same are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants (DP).
8. Members who have not registered their e-mail addresses so far are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
9. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Limited.

11. The Securities and Exchange Board of India (“SEBI”) has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form. Members may contact the Company or Share Transfer Agent, for assistance in this regard.
12. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of SEBI Listing Regulations, and has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz, issue of duplicate securities certificate, claim for unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificate / folios, transmission and transposition. Accordingly, members are requested to contact Company’s Share Transfer Agent, for assistance in this regard.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Purva Sharegistry (India) Private Limited at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Members may please note that the Notice of the 30th Annual General Meeting and the Annual Report for the year ended 31st March, 2024 will also be available on the Company’s website www.djsstocks.com for their download. For any communication, the shareholders may also send requests to the Company’s investor email id: djss2011@gmail.com.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 30th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
16. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. The detailed instructions for joining the Meeting through VC / OAVM form part of the Notes to this Notice.

17. M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Membership No. F 10010, COP 16275, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
19. **Instructions for shareholders for registration of E-mail Ids and Bank Details:**

(i) For Temporary Registration of e-mail id for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Private Limited by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein.

The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com. On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) For Permanent Registration of e-mail id for Demat shareholders:

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

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

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

(iv) Registration of Bank Details for physical shareholders:

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

(v) Registration of Bank Details for Demat shareholders:

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

20. 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 30th 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 Friday, August 2, 2024 (09:00 a.m.) and ends on Sunday, August 4, 2024 (05:00 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 July 29, 2024, 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. July 29, 2024.
- (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. July 29, 2024 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) Any person who acquires 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. July 29,2024 may obtain User Id and password by sending request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at toll free no.:1800-222-990.
- (i) **The instructions of remote e-voting are as under:**

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL

	<p>for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on

	<p>login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

- number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer with a marked copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to djss2011@gmail.com
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID +CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to djss2011@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (iii) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

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

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
- (ii) After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (iii) Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for AGM and will be available for Members on first come first basis.
- (iv) Members are encouraged to join the Meeting through Laptops for better experience.
- (v) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at djss2011@gmail.com. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (viii) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at djss2011@mail.com. The same will be replied by the company suitably.
- (ix) Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.

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

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

Item No. 3:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on Tuesday, 7th May, 2024 appointed Mr. Bhawani Singh Shekhawat as an Additional Director – Executive Director – on the Board of Directors of the Company with effect from 7th May, 2024.

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

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

The Board of Directors is of the opinion that Mr. Bhawani Singh Shekhawat is having an exposure of 18 years in Equity Broking, Commodity Broking, Financial Markets & knowledge of Export in IT, Healthcare & Manufacturing. He has the ability and experience in finalization of accounts and can oversee the Company's financial performance, investments and other business ventures. Further he is a person of integrity and has relevant experience and expertise for being appointed as a Director. The Board considers that the knowledge, expertise and experience as possessed by Mr. Bhawani Singh Shekhawat will be of immense benefit and value to the Company and it is desirable to avail the services of Mr. Bhawani Singh Shekhawat as a Director of the Company.

The information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is provided in annexure to this Notice.

Based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 3 of the Notice of the AGM for the approval by the members.

Except Mr. Bhawani Singh Shekhawat, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No.4

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 9th July, 2024 appointed Mr. Bhawani Singh Shekhawat (holding DIN 06970102) as a Managing Director of the Company for a term of 5 years commencing from 5th August, 2024 till 4th August, 2029.

The terms and conditions of the appointment of Mr. Bhawani Singh Shekhawat as a Managing Director are given below:

A. Tenure of appointment:

The appointment of Mr. Bhawani Singh Shekhawat shall be for a period of five years with effect from 5th August, 2024 up to 4th August, 2029.

B. Remuneration:

Mr. Bhawani Singh Shekhawat shall be paid remuneration of Rs.50,000/- p.m. (Rupees Fifty Thousand only), which is inclusive of salary, allowances, perquisites and benefits, if any.

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

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

C. Minimum Remuneration:

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

D. Nature of Duties:

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

E. Other terms & conditions:

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

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

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

Item No. 5

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of the company outside the local limits of any city, town or village requires approval of shareholders by way of Special Resolution.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office from State of Tamil Nadu to the state of Maharashtra. The proposed location is outside the local limits of states where the registered office of the Company is situated and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be shifted to Maharashtra.

The Documents related to this item shall be open for inspection at the registered office of the Company during working hours.

The Board recommends Special Resolution as set out at Item No. 5 of the Notice of the AGM for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Registered Office:

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

Place: Bhayander

Dated: 9th July, 2024

For and on behalf of the Board

Sd/-

Aniruddh Parashar

Director

DIN: 02576496

ANNEXURE

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

Item No. 2:

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 & Commodity Exchange.
Name of Companies in which he holds Directorship	1. Acquitor Financial Services Limited 2. Sumangal Commodities Private Limited 3. Sumangal Shares and Securities Private Limited 4. Max Healthcare Foundation
Names of Committees of Companies of which he / she holds membership	1. Audit Committee 2. Nomination and Remuneration Committee

Item No. 3 & 4:

Name of Director	Mr. Bhawani Singh Shekhawat
Date of Birth	05-06-1982
No. of Equity Shares held	Nil
Qualification	Graduate
Relationship with other Directors	None
Nature of Expertise	Having an exposure of 18 years in Equity Broking, Commodity Broking, Financial Markets & knowledge of Export in IT, Healthcare & Manufacturing.
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	1. Stakeholders Relationship Committee

DIRECTORS' REPORT

To,
The Members,
DJS Stock and Shares Limited

Your directors have pleasure in presenting their **30th Annual Report** on the business and operations of **DJS Stock and Shares Limited** together with the Audited Statement of Accounts of your Company for the year financial year ended 31st March, 2024.

1. **Financial Results:**

The financial results are summarized below:

(Amount in hundreds)			
Sr. No.	Particulars	For the year ended 31 st March 2024	For the year ended 31 st March 2023
A	Total Revenue	22,604.86	31,376.91
B	Total Expenses	25,226.26	24,505.19
C	Profit/(Loss) Before Tax	(2,621.40)	6,871.72
D	Tax expense		
	- Current Tax	-	-
	- Tax for earlier years	-	24,627.30
	- Deferred Tax	11.88	(553.07)
E	Profit/(Loss) after Tax	(2,633.28)	(17,202.51)

2. **Financial Performance:**

During the year, the Company has earned Total Revenue of Rs.22,604.86 hundreds in comparison to Rs.31,376.91 hundreds earned during the previous year. The Net Loss of the Company has reduced from Rs.17,202.51 hundreds to Rs.2,633.28 hundreds during the current year. The Company is trying hard to grab the market opportunities and make it into a profit-making Company. There was no change in the nature of the business of the Company during the year.

3. **Dividend & Reserves:**

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

4. **Listing on Stock Exchanges:**

At Present, the Equity shares of the Company are listed at BSE Ltd. The trading in the shares of the Company on BSE was suspended w.e.f. 21.12.2015 due to non-compliance. The BSE Limited vide by their letter dated June 28, 2024 has given In-Principle Approval for revocation of suspension in trading of equity shares of the company.

5. **Management Discussion & Analysis:**

General Elections in India are far more decisive for the equity markets and the investors compared to state assembly polls. Historically, more than the post-election performance, the pre-election period rally has provided good returns to the investors.

However, different sectors of the stock market react differently to elections based on their exposure to government policies and regulations. The positive atmosphere created by election results and political stability can attract foreign institutional investors (FIIs) and support the stock market. Previously, Indian stock markets have typically shown subdued responses to election results on the counting day. This means that the immediate impact of election outcomes on the stock market has been relatively limited. Management Discussion and Analysis report is being given under Corporate Governance Report.

6. **Dematerialization of Shares:**

94.41% of Company's paid-up Equity Share Capital is in dematerialized form as on 31st March, 2024 and the balance 5.59% is in physical form. The Company's Registrar and Transfer Agent is M/s. Purva Sharegistry (India) Private Limited having their registered office at Unit No.9, Shiv Shakti Industrial Estate, Gr Floor, J R Boricha Marg, Lower Parel, Mumbai - 400 011.

7. **Internal Financial Controls:**

As required under Section 134 (3)(q) of the Companies Act, 2013 read with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate system of internal control commensurate with its size, scale, nature and complexity of business to ensure that all assets and investments are safeguard against loss from unauthorized use or disposition. These systems provide reasonable assurance in respect of providing financial and operational information, safeguarding the assets of the Company, adhering to the management policies besides ensuring compliance.

8. **Finance & Accounts:**

The Company is having adequate resources at its disposal to meet its business requirements and for efficient conduct of business. The Company has not raised any funds by issue of any securities during the year.

Company has adequate financial resources at its disposal for carrying on its business. Our company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and loss for the F.Y. 2023-24.

9. **Details of 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) The members of the Company at the 28th AGM held on 29th September, 2022 appointed M/s. Satya Prakash Natani & Co (having Firm Registration No. 115438W), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for a term of 5 years and accordingly they hold their office till the conclusion of Annual General Meeting to be held in the year 2027.
- (b) Your Directors inform that the Auditors' Report is unmodified i.e. it does not contain any qualifications, reservations or adverse remark or disclaimer as presented by the Statutory Auditors. All the details read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for further comments.

12. **Secretarial Auditors:**

- (a) Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Board has appointed M/s. Abhilasha Chaudhary & Associates, Practicing Company Secretary, Mumbai as the Secretarial Auditors of the Company to undertake secretarial audit of the Company.
- (b) A report from the Secretarial Auditor in the prescribed Form MR-3 is annexed to this Report. As regards to remarks of the Secretarial Auditor, we submit as under:
 - (i) The Company is in process of Revocation of suspension in trading of equity shares of the company and BSE Limited vide by their letter dated June 28, 2024 has given In-Principle Approval and the Company has already paid Annual Listing fees till the F.Y. 2024-25.
 - (ii) The Company always filing all forms on time as per past records, however at the time of filing DIR-12 for appointment of CS, the Company faced technical error for which, company has raised ticket with MCA for resolution and after resolution the form was filed by the company.

13. **Internal Auditors:**

- (a) The internal audit function provides an independent view to the Board of Directors, the Audit Committee and the Senior Management on the quality and efficacy of the internal controls, governance systems and processes.
- (b) Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board has appointed M/s. V. Bapna & Associates, Chartered Accountants as Internal Auditors of the Company to undertake internal audit of the Company.

14. **Reporting of Fraud by Auditors:**

During the year, the Statutory Auditors and Secretarial Auditor have not reported, any incident of fraud committed in your Company by its Officers or Employees, to the Audit Committee and / or to the Board under Section 143(12) of the Companies Act, 2013.

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

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

16. **Particulars Regarding Conservation of Energy, Technology Absorption:**

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

17. **Unsecured Loan from Directors:**

The Company has not received any loan (secured/ unsecured) from the Directors of the company during the year under review.

18. **Annual Return:**

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

19. **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.

20. **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.

21. **Meetings of the Board of Directors:**

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

22. Disqualification of Directors:

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

23. Board of Directors and Key Managerial Personnel:**(i) Appointment of Director:**

The Board of Directors of the Company appointed Mr. Vikash Jindal (holding DIN 06485239) as an Additional Director- Independent Director of the Company with effect from close of business hours of 17th March, 2023. Subsequently, the members of Company, at their 29th AGM held on 15th September, 2023, appointed Mr. Vikash Jindal, as an Independent Non-Executive Director of the Company with effect from 15th September, 2023 to hold office for a term of five consecutive years. i.e. upto 14th September, 2028.

(ii) Appointment of Company Secretary:

Pursuant to the provisions of Section 203 of Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. Khushboo Vasudev (having Membership No. ACS 51287) was appointed as a Company Secretary of the Company w.e.f. 12th April, 2023. Further, as per Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Khushboo Vasudev was appointed as the Compliance Officer of the Company w.e.f. 12th April, 2023.

(iii) Appointment of Additional Director

The Board of Directors of the Company appointed Mr. Bhawani Singh Shekhawat (holding DIN 06970102) as an Additional Director- Executive Director of the Company with effect from 7th May, 2024.

(iv) Resignation of Managing Director

Mr. Harish Sitaram Sharma (holding DIN 07332874) resigned from the post of Managing Director of the Company due to preoccupation with effect from close of business hours of 7th May, 2024.

(v) 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 re-appointment. 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 AGM.

(vi) Declaration by Independent Directors:

The Company has received declarations from Independent Director of the Company confirming that meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

24. Whistle Blower Policy & Vigil Mechanism Policy:

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

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

25. Nomination and Remuneration Policy:

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy is in compliance with the provisions of Section 178(3) of the Companies Act, 2013. The Remuneration Policy will also be available on the Company’s website as stated in the Report on Corporate Governance.

26. Particulars of Loans, Guarantees or Investments:

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are as set out in the notes to the accompanying financial statements of your Company.

27. Related Party Transactions:

Contracts/arrangement/transactions entered by the Company during Financial Year 2023-24 with related parties were in compliance with the applicable provisions of the Act and SEBI Listing Regulations.

All related party transactions entered during the F.Y. 2023-24 were on arm’s length basis and no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

Details of transactions with related parties during Financial Year 2023-24 are provided in the notes to the financial statements. There were no transaction requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Report.

28. **Risk Management:**

The Company has long been following the principle of risk minimization as its norm in every industry. In accordance with Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative.

The common risks are Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk further includes financial risk, political risk, fidelity risk and legal risk. As a matter of policy, these risks are assessed and appropriate steps are taken to mitigate the same.

29. **Disclosure under Prevention of Sexual Harassment of Women at Workplace:**

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy for the same will also be available on Company's website www.djsstocks.com. During the year under review, there was nil complaints recorded pertaining to sexual harassment.

30. **Significant and Material Orders Passed by the Regulators, Courts and Tribunals:**

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

31. **Material changes and commitments:**

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

32. **Board Evaluation:**

The Board of Directors formally assess their own performance, Board Committee and the Directors individually including Independent Directors pursuant to provisions of Companies Act, 2013, based on parameters which, inter-alia, include performance of the Board on deciding long term strategies, rating the composition and mix of Board members, discharging of governance and fiduciary duties, handling critical and dissenting suggestions, etc.

An effective board ensures that management runs a company in the long-term interests of shareholders, whom the board is elected to represent. Over time, a board may become complacent or may need new skills and perspectives to respond nimbly to changes in the business environment or strategy. Regular and rigorous self-evaluations help a board to assess its performance and identify and address potential gaps in the boardroom. Shareholders value detailed disclosure of the board evaluation process when making voting decisions about directors. Disclosures about how the board evaluates itself, identifies areas for improvement and addresses them provide a window into how robust the board's process is for introducing change. To be clear, shareholders generally do not expect the board to reveal the details of individual director evaluations; rather, they want to understand the process by which the board approaches the task of continually improving itself.

The Nomination and Remuneration Policy of our Company empowers the Nomination and Remuneration Committee to formulate a process for effective evaluation of the performance of Individual Directors, Committees of the Board and the Board as a whole.

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

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

33. **Corporate Governance:**

Corporate Governance essentially involves balancing the interests of various stakeholders of the Company such as shareholders, management, customers, suppliers, financiers and the government. It entails managing business with accountability to and responsibility towards the shareholders and making accurate, adequate and timely disclosures of relevant information. It includes the processes through which the organization's objectives are set and pursued in the context of the social, regulatory and market environment.

DJS believes in efficient, transparent and impeccable Corporate Governance for its stability, profitability and desired growth of its business. A report on Corporate Governance is appended as an annexure to this Report.

34. **Compliance with Secretarial Standards of ICSI:**

During the year under review, the Company has complied with Secretarial Standards 1 and 2, issued by the Institute of Company Secretaries of India (ICSI) read with the MCA circulars issued from time to time.

35. **Audit Committee:**

Pursuant to provisions of Section 177(8) of the Companies Act, 2013 read with Rule 6 & 7 of the Companies (Meetings of the Board and its Power) Rules, 2013, the Audit Committee is comprised of three Directors. The composition of the Audit Committee is as under:

Sr. No.	Name	Designation	Category
1	Mr. Vikash Jindal	Chairman	Independent - non-executive
2	Ms. Neha Kailash Bhageria	Member	Independent - non-executive
3	Mr. Manoj Kumar More	Member	Professional- non-executive

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

36. **Nomination and Remuneration Committee:**

Pursuant to provisions of Section 178(1) of the Companies Act, 2013, the Nomination and Remuneration Committee is comprised of three Directors. The composition of the Committee is as under:

Sr. No.	Name	Designation	Category
1	Mr. Manoj Kumar More	Chairman	Professional - non-executive
2	Ms. Neha Kailash Bhageria	Member	Independent - non-executive
3	Mr. Vikash Jindal	Member	Independent - non-executive

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

39. **Ratio of Remuneration:**

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

(Amount in Hundreds)

Name	Designation	Remuneration F.Y. 2023-24	% increase / (decrease) from previous year	Ratio / Times per median of employee remuneration
Mr. Harish Sitaram Sharma	Managing Director	1,000	Nil	0.26
Mr. Aniruddh Parashar	Director	1,000	Nil	0.26
Mrs. Khushboo Vasudev	Company Secretary	1,920	N.A.	0.50

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.

40. **Changes in Share Capital:**

A) Buy Back of Securities

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

B) Sweat Equity

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

C) Bonus Shares

No Bonus Shares were issued during the year.

D) Employees Stock Option Plan

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

41. **Directors Responsibility Statement:**

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

- a) in the preparation of annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards read with requirements set out under Schedule III to Act, have been followed and there are no material departures from the same;
- b) the accounting policies as selected are consistently applied and made judgements and estimates that are reasonable and prudent manner so as to ensure true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the loss of the Company for the year ended on that date;
- c) adequate accounting records are maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) financial statements have been drawn up on a going concern basis
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

42. **Cyber security governance:**

Cyber security governance includes a board member overseeing the cybersecurity strategy and the executive management team, accountable for managing cybersecurity. The Senior Management track all the recent happenings related to cyber security risks on ongoing and periodical basis and solves the related issues.

43. Acknowledgment:

Your directors would like to place on record their appreciation for the full co-operation and support received from RBI, SEBI, Registrar of Companies, BSE Limited and other Government departments and also acknowledges to all with whose help, co-operation and hard work the Company is able to achieve the results associates for their continuous support given by them to the Company.

Registered Office:

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

Place: Bhayander
Dated: 9th July, 2024

For and on behalf of the Board

Sd/-
Bhawani Singh Shekhawat
DIN:06970102
Director

Sd/-
Aniruddh Parashar
DIN: 02576496
Director



MR-3

SECRETARIAL AUDIT REPORT F.Y. 2023-24

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2024 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) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **(Not applicable to the Company during the Audit Period);**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 - **(Not applicable to the company during the Audit Period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period);**
 - f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 ; **(Not applicable to the Company during the Audit period);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the Audit period);**





- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**);
- v) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis.

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

- i) Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;;
- ii) The Securities and 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. Except the following Observations:

- i) During the year under review Company Status on BSE Portal is SDD Non-Compliant Details of Compliance Officer & Suspended due to Penal reasons, suspended due to non- payment of ALF dues.
- ii) There is a delay in filing of form DIR-12 for appointment of Company Secretary during the year.
Management informed that, company always filing all forms on time as per past records, however at the time of filing Dir-12 for appointment of CS they faced technical for which, company has raised ticket with MCA for resolution and after resolution the form was filed by the company.

I further report that:

- I) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- II) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, whereas in some cases Board meetings called on shorter notice for which the company has complied the requirements of shorter notice meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- IV) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

During the year under review, the no events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.





We further report that:

During the audit period, there were no instances of:

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

For Abhilasha Chaudhary & Associates
Practicing Company Secretary

Sd/-

Abhilasha Chaudhary, Proprietor
ACS No. 62496, CP No.: 23604
UDIN - A062496F000723662

Date: 11/07/2024

Note:

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





Annexure to the Secretarial Audit Report F.Y. 2023-24

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

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

Management's Responsibility

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

Auditor's Responsibility

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

Disclaimer

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

For Abhilasha Chaudhary & Associates
Practicing Company Secretary

Sd/-

Abhilasha Chaudhary, Proprietor
ACS No. 62496, CP No.: 23604
UDIN - A062496F000723662

Date: 11/07/2024



REPORT ON CORPORATE GOVERNANCE

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

Corporate Governance and ethics are two interrelated concepts that play a crucial role in shaping the behavior and decision-making processes within organizations. The relationship between corporate governance and the importance of ethics is fundamental to maintaining transparency, accountability, and sustainable business practices.

Ethics is closely linked to transparency and accountability, two pillars of good corporate governance. An ethically governed organization is more likely to provide accurate and transparent information to stakeholders. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of DJS Stock and Shares Limited (the 'Company', 'DJS') for the financial year 2023-24.

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Effective corporate governance practices constitute strong foundation on which successful commercial enterprises are built to last. DJS Stock and Shares Limited (DJS) philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all. Corporate Governance essentially involves balancing the interests of various stakeholders of the Company such as shareholders, management, customers, government, regulators and community. It entails managing business with accountability and with responsibility towards the shareholders in making accurate, adequate and timely disclosures of relevant information. It includes the processes through which the organisation's objectives are set and pursued in the context of the social, regulatory and market environment.

We, at DJS believes that efficient, transparent and impeccable Corporate Governance is vital for stability, profitability and achieving the desired growth for any organisation. The importance of such Corporate Governance has now further intensified, owing to ever-growing competition in business in almost all economic sectors, both national and international level. Therefore, the Companies Act, 2013 (hereinafter referred to as "the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "the SEBI (LODR) Regulations, 2015") have innovated means to make Corporate Governance in India optimally progressive and beneficial to all the stakeholders.

The Company's philosophy is aimed at conducting business ethically based on the following principles: -

1. Compliance with the relevant provisions of laws and conformity with accepted practices of Corporate Governance, Secretarial Standards provided by the Institute of Company Secretaries of India in true spirit;
2. Integrity in financial reporting and timeliness of disclosures;
3. Transparency in the functioning and practices of the Board;
4. Balance between economic and social goals;
5. Equitable treatment and rights of shareholders;
6. Maintenance of ethical culture within and outside the organization and
7. Maintaining independence of auditors.

The Company seeks to protect the shareholders' rights by providing timely and sufficient information to the shareholders, allowing effective participation in key corporate decisions and by providing an adequate mechanism to address their grievances, if any. This ensures equitable treatment of all shareholders. We ensure timely and accurate disclosure on significant matters including financial performance, ownership and governance of the Company. We implement the prescribed accounting standards in letter and spirit while preparing the financial statements, taking into account the interest of all the stakeholders and the annual audit conducted by an independent and qualified auditor. Investor updates are uploaded on the Company's website www.djsstocks.com and intimated to the Stock Exchanges for the benefit of its stakeholders.

Our Board periodically reviews the corporate's strategies, annual budget and sets implements and monitors corporate objectives. It effectively monitors the Company's governance practices and ensures transparent Board processes. Further, it appoints and compensates the key executives, monitors their performance, and strives to maintain the overall integrity of the accounting and financial reporting systems.

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors as on 31st March 2024.

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

Name	Designation	Category
Mr. Harish Sitaram Sharma	Managing Director	Professional - executive
Mr. Aniruddh Parashar	Director	Professional - executive
Mr. Manoj Kumar More	Director	Professional - non-executive
Mrs. Neha Kailash Bhageria	Director	Independent - non-executive
Mr. Vikash Jindal	Director	Independent - non-executive

(ii) Meetings and Attendance of Directors during the financial year 2023-24.

During the financial year 2023-24, Board of Directors met 5 (five) times. Meetings were held on 12-04-2023, 26-05-2023, 12-08-2023, 08-11-2023 and on 05-02-2024.

Attendance of Directors in meetings held during the financial year 2023-24:

Name of Directors	No. of Board Meeting attended	Attendance at Last AGM (15-09-2023)
Mr. Harish Sitaram Sharma	5	Yes
Mr. Aniruddh Parashar	5	Yes
Mr. Manoj Kumar More	5	Yes
Ms. Neha Kailash Bhageria	5	Yes
Mr. Vikash Jindal	5	Yes

(iii) Directorships and Committees position held in other Companies as on 31st March 2024:

Name of the Director	No. of outside Director ship held	No. of committee positions#		Directorship in other listed entities
		As Chairman	As Member	Name and Category
Mr. Harish Sitaram Sharma	Nil	None	1	None
Mr. Aniruddh Parashar	Nil	None	None	None
Mr. Manoj Kumar More	5	3	2	Ken Financial Services Limited - Director
Mr. Vikash Jindal	Nil	2	1	None
Ms. Neha Kailash Bhageria	2	None	6	1. Ken Financial Services Limited 2. Nexus Surgical and Medicare Limited

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

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

Table given below shows the relationship between the Directors:

Name of the Directors	Category	Relationship between Directors Inter-se
Mr. Harish Sitaram Sharma	Professional executive	None
Mr. Aniruddh Parashar	Professional executive	None
Mr. Manoj Kumar More	Professional non-executive	None
Ms. Neha Kailash Bhageria	Independent non-executive	None
Mr. Vikash Jindal	Independent non-executive	None

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

The Shareholding of Non-executive Directors in the Company as on 31st March, 2024:

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

(vi) Independent Directors:

All the Independent Directors have confirmed that they meet the 'independence' criteria as provided under Regulation 16 of the SEBI (LODR) Regulations, 2015 read with Section 149(6) of the Act. Also, in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board, all the Independent Directors fulfill the criteria relating to their independence as specified in the SEBI (LODR) Regulations, 2015 and the Act, and are independent of the management.

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

The Company also seeks to update the Directors on a continuing basis on any significant changes so as to place them in a position to take well informed and timely decisions. The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company which can be accessed at www.djsstocks.com.

The number of companies in which each Independent Director holds office as an Independent Director is within the limit prescribed under Regulation 17A and 25 of the SEBI (LODR) Regulations, 2015.

(vii) Separate Meeting of Independent Directors:

During the financial year 2023-24, a separate meeting of Independent Directors of the Company was held on 08-11-2023.

(viii) Performance Evaluation Criteria for Independent Directors:

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

- a) Attendance of Board and Committee Meetings;
- b) Chairmanship of the Board and Committees;
- c) Contribution and deployment of knowledge and expertise at the Board and Committee meetings;
- d) Independence of behavior and judgement;
- e) Quality and value of contribution to Board deliberations;
- f) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- g) Providing perspectives and feedback going beyond information provided by the management.

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

The Company's Board is structured with a thoughtful combination of various skills, competences and experience which brings in diversity in Board perspectives.

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

The core skills / expertise / competencies identified by the Board are as follows:

- a) Legal, Finance and Accountancy;
- b) IT business operations;
- c) Human resource and stakeholder engagement
- d) Risk Management & Leadership;
- e) Board service & governance.

The current Directors possess the above-mentioned skill sets and guide the management in the effective functioning of the Company.

3. AUDIT COMMITTEE:

(i) Terms of Reference

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

(ii) Composition of the Committee:

The Audit Committee is comprised of two Independent Non-Executive Directors and one Professional Non- Executive Director. During the financial year ended 31st March, 2024, four Audit Committee Meetings were held on 26-05-2023, 12-08-2023, 08-11-2023 and 05-02-2024.

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

Name	Designation	Category	No. of meetings attended
Mr. Vikas Jindal	Chairman	Independent - non-executive	4
Ms. Neha Kailash Bhageria	Member	Independent - non-executive	4
Mr. Manoj Kumar More	Member	Professional - non-executive	4

- (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/rules and/or as and when felt necessary)
- (a) The Statutory Auditors viz. M/s Satya Prakash Natani & Co., Chartered Accountants.
- (iv) An Audit Committee meeting was held on 26th May, 2023 where the Annual Financial Statements for the year ended 31st March, 2023 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

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

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 st March, 2023	26 th May, 2023
Quarter ended 30 th June, 2023	12 th August, 2023
Quarter/Half Year ended 30 th September, 2023	8 th November, 2023
Quarter ended 31 st December, 2023	5 th February, 2024

4. NOMINATION AND REMUNERATION COMMITTEE:

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

(i) Terms of Reference

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

(ii) Remuneration Policy:

The Company's remuneration policy aims to attract and retain talent and is in accordance with the industries practices. The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against earmarked objectives. The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him.

This policy, inter alia, provides: -

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

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

(iii) Composition of the Committee:

The Nomination and Remuneration Committee is comprised of one Professional Non-Executive and two Independent Non-Executive Directors. During the financial year ended 31st March, 2024, two Nomination and Remuneration Committee meetings were held on 12-04-2023 and 26-05-2023.

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

Name	Designation	Category	No. of meetings attended
Mr. Manoj Kumar More	Chairman	Professional - non-executive	2
Ms. Neha Kailash Bhageria	Member	Independent - non-executive	2
Mr. Vikash Jindal	Member	Independent - non-executive	2

5. REMUNERATION OF DIRECTORS:

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

Details of remuneration/sitting fees paid to Directors during the financial year ended 31st March, 2024 and shares held by them on that date are as follows:

Name	Remuneration	Share held
Mr. Harish Sitaram Sharma	1,000 hundreds	Nil
Mr. Anirudh Parashar	1,000 hundreds	Nil
Mrs. Khushboo Vasudev	1,920 hundreds	Nil

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

- (i) The Company has a 'Stakeholders Relationship Committee' to approve transfer and transmission of securities, issue of duplicate certificates, review of share dematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other shareholder related issues.
- (ii) The Committee shall consider and resolve the grievances of the shareholders of the company including complaints related to transfer of shares, non-receipt of annual report and non- receipt of declared dividends, etc.
- (iii) During the financial year ended 31st March, 2024, one Stakeholders Relationship Committee meeting was held on 08-11-2023. The composition of the Stakeholders Relationship Committee and the attendance of each Director at their meetings are as follows:

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

Mrs. Khushboo Vasudev has been designated as the 'Compliance Officer' of the Company for complying with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange, Mumbai.

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

7. GENERAL BODY MEETINGS:

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

AGM No.	Date of the meeting	Location	Time
27 th	30-09-2021	Through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)	04:30 p.m.
28 th	29-09-2022	Through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)	05:00 p.m.
29 th	15-09-2023	Through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)	05:30 p.m.

(ii) Special Resolution passed in previous three AGMs:

AGM Date	Special Resolutions passed
30-09-2021	No Special Resolution was passed
29-09-2022	Appointment of Mr. Harish Sitaram Sharma (holding DIN 07332874) as a Managing Director of the Company
15-09-2023	No Special Resolution was passed

(iii) Postal Ballot:

During the financial year 2023-24, there was no special resolution passed through postal ballot process. None of the business was 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 and are sent forthwith to the Stock Exchange, Mumbai and published in the proforma as prescribed in the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Which newspaper normally published in	The Free Press Journal (English Newspaper) Makkal Kural (Regional newspaper)
Any website where displayed	www.djsstocks.com
Whether it also displays official news release	No
Whether presentations made to institutional investors or to analyst	No request as such was received

9. GENERAL SHAREHOLDERS INFORMATION

(i)	Financial Year	1 st April to 31 st March
(ii)	Dividend Payment Date	Not Applicable
(iii)	Listing on Stock Exchanges	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai-400 001
(iv)	Listing Fees	The Company has paid the Listing fees to BSE Limited for the financial year 2023-24
(v)	Stock Code BSE ISIN	511636 INE234E01027
(vi)	Depository Connectivity	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL)
(vii)	Stock Market Data: No Data is available since no trade has taken place during the financial year 2023-24	
(viii)	Performance of the share price of the Company in comparison to the BSE Sensex:	The trading in the shares of the Company on BSE is suspended w.e.f. 21-12-2015.
(ix)	<p>Registrar & Transfer Agents: The Company has appointed M/s. Purva Sharegistry (India) Private Limited as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.</p> <p>M/s. Purva Sharegistry (India) Private Limited Unit no. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.</p>	
(x)	<p>Share Transfer System: With a view to expedite the process of share transfers, Board of Directors has delegated the power of share transfer to Stakeholders Relationship Committee of the Board. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 7 days.</p>	

(xi) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2024:

(a) According to Category holdings:

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
Promoters				
Bodies Corporate	3	0.12	42130500	55.83
Public				
Individual	2371	95.80	22742734	30.14
Corporate Bodies	31	1.25	9533793	12.63
NRI	7	0.28	64083	0.09
HUF	56	2.26	888890	1.18
Clearing Member	7	0.28	96000	0.13
Total	2475	100.00	75456000	100.00

(b) According to Number of Equity Shares:

No. of Equity Shares held	No. of Shareholders	% of shareholders	No. of shares	% of shares
Upto 5000	1866	75.39	3444777	4.57
5001-10000	228	9.21	1669462	2.21
10001-20000	151	6.10	2140335	2.84
20001-30000	64	2.59	1548323	2.05
30001-40000	48	1.94	1734221	2.30
40001-50000	29	1.17	1305125	1.73
50001-100000	43	1.74	3076365	4.08
Above 100000	46	1.86	60537392	80.23
Total	2475	100.00	7545000	100.00

(xi)	Dematerialization of Shares and liquidity	94.41% of the Company's Equity shares are Dematerialized as on 31 st March, 2024
(xii)	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
(xiii)	Plant Locations	The Company is not engaged in manufacturing activities hence do not have any plant.
(xiv)	Address for Correspondence	The shareholders may address their communications/suggestions/grievances/queries to our share transfer agent: Purva Shareregistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.
(xv)	Credit Rating	Nil
(xvi)	Shareholders' and Investors' Grievances	The Board have constituted a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders, viz., shareholders and deposit holders. The Composition of the Committee and details on investor complaints received during the year are given under the head Stakeholders Relationship Committee

10. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large	There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.
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Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	Due to non-compliance regarding filing reports, the trading in the shares of the Company on BSE is suspended w.e.f. 21-12-2015. BSE Limited vide by their letter dated June 28, 2024 has given In-Principle Approval for revocation of suspension in trading of equity shares of the company.
Mandatory requirements	The Company has complied with all the mandatory requirements of Regulation 17 to 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. The details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.
Material Subsidiary	The Company has no material Subsidiary
Web link for policy on dealing with related party transactions	www.djsstocks.com
Commodity Price risk or foreign exchange risk and hedging activities	The Company did not engage in Commodity & hedging activities during the year.
Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)	The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)
Certificate regarding no-disqualification of Directors	A certificate from M/s. Abhilasha Chaudhary & Associates, Practicing Company Secretary, has been obtained stating that none of the directors on Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.
Fees paid to Statutory Auditors	Total fees of Rs. 40,000/- (Rupees Forty Thousand only) for the financial year 2023-24, for all services was paid by the Company to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.
Criteria for making payments to Non-Executive Directors	The Independent Directors are not paid any remuneration other than the sitting fee for attending meetings of the Board and the Committees thereof as approved by the Board.

	In addition to the above, there was no pecuniary relationship or transaction between the Non-executive Directors and the Company during the year.
Compliance with the Code of Conduct	In compliance with the provisions of Regulation 17(5) of the SEBI Listing Regulations, the Company has adopted “Code of Conduct for Board of Directors and Senior Management” (Code). The Code is available on Company’s website.
Prohibition of Insider Trading	In compliance with the provisions of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company had adopted a Code of Conduct for Prohibition of Insider Trading and the same is available on Company’s website.
Information on Deviation from Accounting Standards, if any	No deviations from Indian Accounting Standards (Ind AS) in preparation of annual accounts for the Financial Year 2023-24
Policy for Determination of Material Subsidiary and Governance of Subsidiaries	In terms of the provisions of the SEBI Listing Regulations, your Company has a Policy for Determination of Material Subsidiary and Governance of Subsidiaries and the same is available on Company’s website.

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

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

- (a). number of complaints filed during the financial year 2023-24 : Nil
 (b). number of complaints disposed of during the financial year 2023-24 : Nil
 (c). number of complaints pending as on end of the financial year 2023-24 : Nil

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

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

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

13. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the financial year 2023-24, wherever applicable.

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

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March, 2024. 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, Aniruddh Parashar, Director of the Company, do hereby declare that all the Board members and Senior management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to Regulation 34(3) read with Schedule V (Part D) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Sd/-

Aniruddh Parashar
DIN: 02576496
Director

Place: Bhayander
Dated: 9th July, 2024

CHIEF FINANCIAL OFFICER CERTIFICATION:

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

I, **Aniruddh Parashar**, Chief Financial Officer of the Company, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of my knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I have reviewed the internal controls and procedures, and to the best of my knowledge and information, I affirm that the Company has adequate internal controls and procedures.
- (d) Based on my knowledge and information:
- (i) There have not been any significant changes in internal control over financial reporting during the financial year ended 31st March, 2024;
 - (ii) There have not been significant changes in the accounting policies during the financial year ended 31st March, 2024;
 - (iii) I have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Bhayander
Dated: 9th July, 2024

Sd/-
Aniruddh Parashar
Chief Financial Officer



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS FOR THE FINANCIAL YEAR 2023-24
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members,

M/s DJS STOCK AND SHARES LIMITED,

Shop No. 2, First Floor, Building No. 45-47, Pavalam Street,
Big Bazaar, Coimbatore-641001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s DJS Stock and Shares Limited, having (CIN- L67120TZ1994PLC005030) and having registered office at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimbatore TN 641001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of directors	DIN	Date Of Appointment	Status of the Directors
1	Harish Sitaram Sharma	07332874	14/03/2016	Active
2	Neha Kailash Bhageria	09217784	30/06/2021	Active
3	Manoj Kumar More	00040190	15/05/2011	Active
4	Aniruddh Parashar	02576496	13/08/2022	Active
5	Vikash Jindal	06485239	17/03/2023	Active

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Abhilasha Chaudhary & Associates
Practicing Company Secretary

Sd/-

Abhilasha Chaudhary, Proprietor
ACS No. 62496, CP No.: 23604
UDIN - A062496F000724278

Date: 11/07/2024



MANAGEMENT DISCUSSION AND ANALYSIS

Overall Outlook

India's broking industry has experienced massive growth ever since the years of the pandemic. According to reports from January 2024, 4.9 million demat accounts were opened in December of 2023 itself, with the year ending at a total tally of 139 million. This boom can be attributed to many aspects, such as an increase in overall income and a greater interest in the stock market. However, this influx of investors requires brokers to keep one very important factor in mind i.e transparency.

The evolving financial landscape demands that we as brokers ensure the well-being and interests of our clients. People and outlets have already labelled the money we handle for our clients as "A cheap and easy source of funding", a sentiment that may seem harmless but can impact client trust. Transparency is the cornerstone of any financial transaction.

Hidden charges and complex fee breakdowns can almost instantly turn away a potential client and erode existing investor confidence. SEBI has previously instructed all brokers to disclose the most important terms to investors, as a majority would not be aware of the various fees associated with the broking service.

Industry Structure and Development

Despite global challenges, the Indian stock market in 2023 exhibited resilience and growth, underpinned by strong domestic fundamentals and foreign investor confidence. The upward trend, driven by sectors like banking, auto, and real estate, along with proactive measures by the RBI and the government, indicates a positive outlook for the Indian market.

Looking ahead to 2024, these factors, combined with the anticipated socio-political stability and continued growth in corporate earnings, are likely to sustain the momentum in the Indian stock market. Investors, both domestic and foreign, may find ample opportunities in this landscape, highlighted by India's growing economic strength and market potential

Growth Sectors: In 2023, technology, communication services, and consumer discretionary sectors experienced considerable growth, buoyed by investor optimism about possible rate reductions in early 2024.

Sector Performance: The high-growth areas like technology, telecom, and consumer discretionary have been at the forefront of the S&P 500's performance in 2023. In contrast, sectors traditionally seen as defensive, such as utilities, healthcare, and consumer staples, have not kept pace.

In response to global trends, the RBI in India also raised the repo rate by a total of 250 basis points since May 2022 to curb inflation. However, rates have been maintained steadily since July 2023. The RBI forecasts consumer inflation to be around 5.4% for the fiscal year 2023-24, aligning with earlier estimates. RBI Governor Shaktikanta Das has clarified that policy relaxation is not currently under consideration, asserting that managing inflation demands active intervention and cannot be automated continued supply-side measures to control food inflation are expected.

Looking ahead to 2024, these factors, combined with the anticipated socio-political stability and continued growth in corporate earnings, are likely to sustain the momentum in the Indian stock market. Investors, both domestic and foreign, may find ample opportunities in this landscape, highlighted by India's growing economic strength and market potential.

Segment-wise/Product-wise Performance

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

Outlook and Indian Economic Review

'Indian Economy – Review', This is not the Economic Survey of India prepared by the Department of Economic Affairs. That will come before the full budget after the general elections. This review takes stock of the state of the Indian economy and its journey and offers a brief sketch of the outlook for the economy. It provides an overview of the past, present and future of the Indian economy and takes a more detailed look at the government's policies and progress on various parameters in different sectors. It now appears very likely that the Indian economy will achieve a growth rate at or above 7% for FY24, and some predict it will achieve another year of 7% real growth in FY25 as well. If the prognosis for FY25 turns out to be right, that will mark the fourth-year post-pandemic that the Indian economy will have grown at or over 7 per cent. That would be an impressive achievement, testifying to the resilience and potential of the Indian economy. It augurs well for the future.

The global economy is struggling to maintain its recovery post-Covid because successive shocks have buffeted it. Some of them, such as supply chain disruptions, have returned in 2024. If they persist, they will impact trade flows, transportation costs, economic output and inflation worldwide. India will not be exempt from it, but having faced and seen off COVID and the energy and commodity price shocks of 2022, India is quietly confident of weathering the emerging disturbances.

The Indian economy is expected to grow in the next decade and it is considered the best time to invest in India. When it comes to picking stocks to invest in, the first thing most investors think of is stocks that are trending which will give them multifold returns. However, picking trending stocks will not give benefits in the long run. So, investors need to change their game of investing by investing in the best sector stocks that are likely to grow in the near future.

Option for picking stocks for growing sectors to make good profits in the long run. Few sectors such as FMCG, mining, and health care sectors are never going out of demand.

- Investors should invest in the best sector to invest in 2024 to earn maximum benefits from the stock market.
- Opt for picking sector-specific stocks that have good fundamentals.
- The Indian economy is likely to grow in the next decade. So, it is a good time to invest in the best sector.

In 2023-24, as per current estimates, it is estimated to have grown 7.3 per cent on top of the 9.1 per cent (FY22) and 7.2 per cent (FY23) in the previous two years, and the economy is generating jobs. This impressive post- pandemic recovery has seen the urban unemployment rate decline to 6.6 per cent.

Internal Control System

We have an adequate system of internal controls in place. We have documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance regarding maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, and protecting assets from unauthorized use or losses, compliances with regulations. We have continued our efforts to align all our processes and controls with global best practices. Some significant features of the internal control of systems are: The Audit Committee of the Board of Directors, regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices.

The Board takes responsibility for the overall process of risk management throughout the organization. Through an Enterprise Risk Management program, our business units and corporate functions address risks through an institutionalized approach aligned to our objectives. This is facilitated by internal audit. The Business risk is managed through cross functional involvement and communication across businesses. The results of the risk assessment are presented to the senior management. During FY24, we assessed the effectiveness of the Internal Control over Financial Reporting and has determined that our Internal Control over Financial Reporting as at March 31, 2024, is effective.

Financial Performance w.r.t. Operational Performance

During the year under review, the Company has earned Total Revenue of Rs. 22,604.86 hundreds in comparison to Rs. 31,376.91 hundreds during the previous financial year. On the other hand, the Total Expenses were Rs. 25,226.26 hundreds as compared to Rs. 24,505.19 hundreds during the previous year. The loss for the current year was Rs. 2,633.28 hundreds in comparison with loss of Rs. 17,202.51 hundreds during the previous year. The Company is trying hard to grab the market opportunities and make it into a profit-making Company.

Safety, Health and Environment

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

Human Resources

Our people are our best assets. Their caliber and commitment are our inherent strength. With the singular objective of always being the employer of choice in the Indian industry, we are encouraging our employees to discover and realize their true potential. Acquiring diverse experiences, accomplishing challenging tasks and continually learning and upskilling is enabling them to deliver their best. By identifying, developing and nurturing quality talent at every stage of the employee lifecycle, we are empowering them to become future ready and build rewarding careers. Keeping employee well-being foremost, we have embraced the post-

pandemic way of life and work. By institutionalizing hybrid mode of working, digitizing processes, refreshing our culture, we are collectively fostering new ways of working. Future ready trails of agility, digital mindset and customer centricity are being consciously imbibed, both in thought and action, at every level across the organization. Richer collaborations and stronger teamwork have accelerated our pursuit of excellence.

Key Financial Ratios:

In accordance with the SEBI (Listing Obligations and disclosures Requirements) Regulations 2018 (Amendment) Regulations, 2018, the Company is required to give details of significant changes in Key sector-specific financial ratios.

Particulars	F.Y. 2023-24	F.Y. 2022-23
Current Ratio ¹	43.45 times	9.01 times
Net Profit Margin (%) ²	(11.65) %	(54.83) %
Return On Net-worth (%) ³	(0.41) %	(2.68) %

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

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

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

Cautionary Statement

Statements in the Report describing our objective, projections, estimates and expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets, in which we operate, in addition to changes in government regulations, tax laws and other statutes and incidental factors.

INDEPENDENT AUDITOR'S REPORT

To the Members of

DJS Stock and Shares Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of DJS Stock and Shares Limited (“the Company”), which comprise the balance sheet as at March 31, 2024, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2024, its loss, and its cash flows for the year ended on that date.

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under

section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act and on basis of such checks of books and records of the company as we considered appropriate and according the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

- 2 As required by Section 143(3) of the Act, we report that:
- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (iii) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (iv) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 subject to the possible effects of the matters described in the Basis for Qualified Opinion paragraphs.
 - (v) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure "B".
 - (vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

(viii) With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act:

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

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

Sd/-

Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 24048091BKAPVN2050

Mumbai
May 29, 2024

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

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not own any intangible assets during the year.
- (b) As explained to us, all the property, plant and equipment have been physically verified by the management during the period at reasonable interval and no material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not own any immovable property during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) Accordingly, to information and explanations given to us and on the basis of our examination of the records of the Company, the stock of shares and securities is held in dematerialized form and therefore physical verification of stock is not required. Accordingly clause 3(ii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks and financial institution on the basis of security of current assets at any point of time of the year. Accordingly clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or made any investments, or provided any guarantee or security as specified under Section 185 and Section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii)
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues wherever applicable have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable except an amount of Rs. 60,900/- towards profession tax.
 - (b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not raised any term loan during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of

materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, the Company has not received any whistle blower complaint during the year. Accordingly, clause 3(xi)(c) of the Order is not applicable.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Indian accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

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

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

Sd/-

Mumbai
May 29, 2024

Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 24048091BKAPVN2050

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

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

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DJS Stock and Shares Limited ("the Company") as of March 31, 2024 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, 2024, based on the internal control

over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-

Mumbai
May 29, 2024

Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 24048091BKAPVN2050

DJS Stock and Shares Limited

Balance Sheet as at March 31, 2024

(INR in '00)

Particulars	Note No.	As at March 31,	
		2024	2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	2	68.33	68.33
Financial Assets			
- Investment	3	4,382.70	308,881.95
- Other Financial Assets	4	172,333.07	189,333.07
Deferred Tax Asset (Net)	13	-	2.19
Other non-current assets	5	3,031.11	2,701.12
Current Assets			
Inventories	6	2,421.68	2,421.68
Financial Assets			
-Trade Receivables	7	-	12,960.00
-Cash and Cash Equivalents	8	47,062.82	21,242.01
- Other Financial Assets	9	415,955.03	118,850.25
Other Current Assets	10	4,854.39	2,546.08
Total Assets		650,109.13	659,006.68
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	754,560.00	754,560.00
Other Equity	12	(115,394.48)	(113,087.28)
Liabilities			
Non Current Liabilities			
Deferred Tax Liability (Net)	13	119.36	-
Current Liabilities			
Financial Liabilities			
- Trade Payables	14	10,037.81	16,734.53
Other Current Liabilities	15	786.43	799.43
Total Equity & Liabilities		650,109.13	659,006.68

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & Co.

Chartered Accountants

Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of

DJS Stock and Shares Limited

CIN: L67120TZ1994PLC005030

sd/-

Satya Prakash Natani

Partner

Membership No.: 048091

sd/-

Bhawani Singh Shekhawat

Director

DIN: 06970102

sd/-

Aniruddh Parashar

Director & CFO

DIN: 02576496

Thane

May 29, 2024

sd/-

Khushboo Vasudev

Company Secretary

Membership: ACS51287

DJS Stock and Shares Limited

Statement of Profit & Loss for the year ended March 31, 2024

(INR in '00, except EPS)

Particulars	Note	For the year ended March 31,	
		2024	2023
Revenue from Operations	16	3,299.86	20,978.93
Other Income	17	19,305.00	10,397.98
Total Income		22,604.86	31,376.91
EXPENSES			
Purchase of stock-in-trade		-	-
Change in inventories of stock-in-trade		-	-
Employee benefit expenses	18	9,920.00	3,542.00
Finance cost		-	-
Depreciation & amortization expenses	19	-	47.05
Other expenses	20	15,306.26	20,916.14
Total Expenses		25,226.26	24,505.19
Profit before Tax		(2,621.40)	6,871.72
Current Tax		-	-
Tax for earlier years		-	24,627.30
Deferred Tax		11.88	(553.07)
Tax Expenses		11.88	24,074.23
Loss for the period		(2,633.28)	(17,202.51)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Tax on above		-	-
Items that will be reclassified to profit or loss		435.75	(1,822.75)
Tax on above		(109.67)	458.75
Total Comprehensive Income for the period		(2,307.20)	(18,566.51)
Earning per equity share			
Basic	21	(0.00)	(0.02)
Diluted		(0.00)	(0.02)

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & Co.

Chartered Accountants

Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of

DJS Stock and Shares Limited

CIN: L67120TZ1994PLC005030

sd/-

Satya Prakash Natani

Partner

Membership No.: 048091

sd/-

Bhawani Singh Shekhawat Aniruddh Parashar

Director

DIN: 06970102

sd/-

Director & CFO

DIN: 02576496

Thane

May 29, 2024

sd/-

Khushboo Vasudev

Company Secretary

Membership: ACS51287

DJS Stock and Shares Limited**Cash Flow Statement for the year ended March 31, 2024**

(INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Cash flows from operating activities		
Profit or (Loss) before tax	(2,621.40)	6,871.72
Adjustments for:		
Depreciation & amortization	-	47.05
Long Term Capital Gain	(10,875.00)	-
Short Term Capital Gain	(1,680.00)	-
Interest on IT Refund	-	(10,397.98)
Loss on Sale of Investment	-	450.00
Loss on sale of property, plant & equipment (net)	-	3,638.33
Operating profit / (loss) before working capital changes	(15,176.40)	609.12
Adjusted for:		
Current assets	(286,453.09)	(107,672.63)
Income Tax Assets	(329.99)	77,117.17
Trade payables	(6,696.72)	(22,356.26)
Other financial & current liabilities	(13.00)	29.43
Cash generated from operating activities	(308,669.19)	(52,273.17)
Income Tax Paid	-	24,627.30
Net Cash generated from operating activities	(308,669.19)	(76,900.47)
Cash flow from investing activities		
Purchase of Investments	-	(37,310.00)
Sale of Investments	317,490.00	106,600.00
Interest on IT Refund	-	10,397.98
Investment in Fixed Deposits	17,000.00	(37,000.00)
Cash generated from investing activities	334,490.00	42,687.98
Cash flow from financing activities	-	-
Net cash generated	25,820.81	(34,212.49)
Cash & cash equivalents at the beginning of the year	21,242.01	55,454.51
Cash & cash equivalents at the end of the year	47,062.82	21,242.01
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
Cash and cash equivalents	47,062.82	21,242.01
Balances per statement of cash flows	47,062.82	21,242.01

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & Co.

Chartered Accountants

Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of

DJS Stock and Shares Limited

CIN: L67120TZ1994PLC005030

sd/-

Satya Prakash Natani

Partner

Membership No.: 048091

sd/-

Bhawani Singh Shekhaw Aniruddh Parashar

Director

DIN: 06970102

sd/-

Aniruddh Parashar

Director & CFO

DIN: 02576496

Thane

May 29, 2024

sd/-

Khushboo Vasudev

Company Secretary

Membership: ACS51287

DJS Stock and Shares Limited

Statement for Changes in Equity for the year ended March 31, 2024

A. Equity Share Capital

(INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Equity Share of ₹ 1 each issued, subscribed and fully paid		
Balance at the beginning of the year	754,560.00	754,560.00
Changes in equity share capital during the year	-	-
Balance at the end of the year	754,560.00	754,560.00

B. Other equity

Particulars	Reserves and surplus		Total other equity
	Retained Earnings	Equity Investments through PL	
Balance as of April 1, 2023	293,894.09	(406,981.37)	(113,087.28)
Profit/(loss) for the year	(2,633.28)	-	(2,633.28)
Other Comprehensive Income(net of Tax)	-	326.08	326.08
Changes in accounting policy or prior period errors	-	-	-
Total Comprehensive Income for the current year	291,260.81	(406,655.29)	(115,394.48)
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance as of March 31, 2024	291,260.81	(406,655.29)	(115,394.48)
Balance as of April 1, 2022	311,096.60	(405,617.37)	(94,520.77)
Profit/(loss) for the year	(17,202.51)	-	(17,202.51)
Other Comprehensive Income(net of Tax)	-	(1,364.00)	(1,364.00)
Changes in accounting policy or prior period errors	-	-	-
Total Comprehensive Income for the current year	293,894.09	(406,981.37)	(113,087.28)
Dividends	-	-	-
Transfer to retained earnings	-	-	-
Balance as of March 31, 2023	293,894.09	(406,981.37)	(113,087.28)

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of

Satya Prakash Natani & Co.**Chartered Accountants**

Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of

DJS Stock and Shares Limited

CIN: L67120TZ1994PLC005030

sd/-

Satya Prakash Natani**Partner**

Membership No.: 048091

sd/-

Bhawani Singh Shekhawat**Director**

DIN: 06970102

sd/-

Aniruddh Parashar**Director & CFO**

DIN: 02576496

Thane

May 29, 2024

sd/-

Khushboo Vasudev**Company Secretary**

Membership: ACS51287

Overview and notes to Standalone Financial Statements

General Information

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

Note 1: Significant Accounting policies

1.1 Statement of Compliance

These financial statements are prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') prescribed under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

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

1.2 Inventories

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

1.3 Taxes on Income

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

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

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

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

1.4 Property, plant & equipment:

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

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

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

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

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

1.5 Revenue Recognition

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

1.6 Financial Instruments

(A) Financial Assets

Recognition and measurement

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

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

- (a) Measured at amortised cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.
- (b) Measured at fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.
- (c) Measured at fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

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

Trade Receivables and Loans:

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

Equity Instruments:

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

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

Market value of shares delisted from the stock exchange as on balance sheet date is taken as Nil.

De-recognition

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

Impairment of Financial Assets

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

(B) Financial Liabilities:

Initial recognition and measurement

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

Subsequent measurement

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

De-recognition

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

1.7 Employee Benefits

The Company follows the policy of accounting for the same only on crystallization of the liability.

1.8 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

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

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

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

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

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

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

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 2: Property, plant & equipment & Intangible Assets

(INR in '00)

Particulars	Furniture & Fixtures	Office Equipments	Water Cooler	Computers	Computer Software	Total
Gross carrying value as of April 1, 2023	-	-	-	1,366.50	-	1,366.50
Additions	-	-	-	-	-	-
Deletions	-	-	-	-	-	-
Gross carrying value as of March 31, 2024	-	-	-	1,366.50	-	1,366.50
Accumulated depreciation as of April 1, 2023	-	-	-	1,298.17	-	1,298.17
Depreciation for the year	-	-	-	-	-	-
Accumulated depreciation on deletions	-	-	-	-	-	-
Accumulated depreciation as of March 31, 2024	-	-	-	1,298.17	-	1,298.17
Carrying value as of March 31, 2024	-	-	-	68.33	-	68.33
Gross carrying value as of April 1, 2022	15,118.84	5,243.80	100.00	99,500.73	13,822.62	133,785.99
Additions	-	-	-	-	-	-
Deletions	15,118.84	5,243.80	100.00	98,134.23	13,822.62	132,419.49
Gross carrying value as of March 31, 2023	-	-	-	1,366.50	-	1,366.50
Accumulated depreciation as of April 1, 2022	14,459.79	4,981.61	95.00	96,673.27	13,822.62	130,032.28
Depreciation for the year	-	-	-	47.05	-	47.05
Accumulated depreciation on deletions	14,459.79	4,981.61	95.00	95,422.15	13,822.62	128,781.16
Accumulated depreciation as of March 31, 2023	-	-	-	1,298.17	-	1,298.17
Carrying value as of March 31, 2023	-	-	-	68.33	-	68.33

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 3: Investments (Non-Current)		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
Investment in Equity Instruments			
Measured at fair value through OCI:			
Investment in Quoted Shares	410,918.01	410,918.01	
Less: Impairment in value of investments	406,535.31	406,971.06	
	4,382.70	3,946.95	
Investment in Unquoted Shares	-	304,935.00	
Less: Impairment in value of investments	-	-	
	-	304,935.00	
Total	4,382.70	308,881.95	
Aggregate carrying value of quoted investments	410,918.01	410,918.01	
Aggregate market value of quoted investments	1,130.20	694.45	
Aggregate carrying value of unquoted investments	-	304,935.00	
Aggregate impairment in value of investments	406,535.31	406,971.06	

Note 4: Other Financial Assets (Non Current)		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
(Unsecured, Considered Good)			
Security Deposits	152,333.07	152,333.07	
Bank deposits with more than 12 months maturity	20,000.00	37,000.00	
	172,333.07	189,333.07	

Note 5: Other non-current assets		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
Income Tax Assets (Net)	3,031.11	2,701.12	
	3,031.11	2,701.12	

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 6: Inventories		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
Quoted			
Shares	2,421.68	2,421.68	
	2,421.68	2,421.68	

Note 7: Trade Receivables		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
Trade Receivables considered good - Unsecured	-	12,960.00	
	-	12,960.00	
a) Undisputed Trade receivables – considered good*			
i) Less than 6 months	-	12,960.00	
ii) 6 months -1 year	-	-	
iii) 1-2 years	-	-	
iv) 2-3 years	-	-	
v) More than 3 years	-	-	
	-	12,960.00	
*Outstanding for following periods from date of transaction			

Note 8: Cash & Cash Equivalents		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
Balance with Banks			
- in Current Accounts	13,990.60	5,169.79	
- Fixed Deposits	33,000.00	16,000.00	
Cash on Hand	72.22	72.22	
	47,062.82	21,242.01	

Note 9: Other Financial Assets (Current)		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
(Unsecured, Considered Good)			
Staff Advance	4,000.00	4,000.00	
Others Receivables	411,955.03	114,850.25	
	415,955.03	118,850.25	

Note 10: Other Current Assets		(INR in '00)	
Particulars	As at March 31,		
	2024	2023	
Balances with Government Authorities	4,854.39	2,546.08	
	4,854.39	2,546.08	

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount	No of Shares	Amount
	(INR in '00)			
Authorized Share Capital				
Equity Shares of Rs. 1 each	100,000,000	1,000,000.00	100,000,000	1,000,000.00
Issued, Subscribed and fully paid up				
Equity shares of Rs. 1 each fully paid up	75,456,000	754,560.00	75,456,000	754,560.00

Reconciliation of number of shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount	No of Shares	Amount
	(INR in '00)			
Outstanding Number of shares at the beginning of the year	75,456,000	754,560.00	75,456,000	754,560.00
Add : Shares issued during the year	-	-	-	-
Outstanding Number of shares at the end of the year	75,456,000	754,560.00	75,456,000	754,560.00

Terms / Rights attached to equity shares

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

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

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Shares	% holding	No of Shares	% holding
	(INR in '00)			
BK Dyeing Printing Mills Private Limited	15,813,930	20.96%	15,813,930	20.96%
Shriman Stock Management Private Limited	15,789,945	20.93%	15,789,945	20.93%
Malar Share Shoppe Limited	10,526,625	13.95%	10,526,625	13.95%
Victory Sales Private Limited	6,961,757	9.23%	6,961,757	9.23%

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

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of Shares	Amount	No of Shares	Amount
	(INR in '00)			
Equity Shares of par value Rs 1/- fully paid up				
Outstanding at the beginning of the year	75,456,000	754,560.00	75,456,000	754,560.00
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	75,456,000	754,560.00	75,456,000	754,560.00

Shareholding of Promoters

Promoter Name	As at March 31, 2024		As at March 31, 2023		% change during the year
	No of Shares	% of total shares	No of Shares	% of total shares	
	(INR in '00)				
BK Dyeing Printing Mills Private Limited	15,813,930	20.96%	15,813,930	20.96%	0.00%
Shriman Stock Management Private Limited	15,789,945	20.93%	15,789,945	20.93%	0.00%
Malar Share Shoppe Limited	10,526,625	13.95%	10,526,625	13.95%	0.00%

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Notes to Standalone Financial Statements for the year ended March 31, 2024

Particulars	(INR in '00)	
	As at March 31,	
	2024	2023
Retained earnings		
Opening balance	293,894.09	311,096.60
Add: Profit/(loss) for the year	(2,633.28)	(17,202.51)
Closing balance	291,260.81	293,894.09
Equity Investments through PL		
Opening balance	(406,981.37)	(405,617.37)
Add: Other Comprehensive Income	326.08	(1,364.00)
Closing balance	(406,655.29)	(406,981.37)
	(115,394.48)	(113,087.28)

Nature and purpose of other equity

(a) Retained Earnings:

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

(b) FVTOCI Equity Investments:

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

Particulars	(INR in '00)	
	As at March 31,	
	2024	2023
Deferred Tax Liabilities/(Assets)	119.36	(2.19)
	119.36	(2.19)

Particulars	(INR in '00)	
	As at March 31,	
	2024	2023
Due to Micro, Small and Medium Enterprises	-	-
Others	10,037.81	16,734.53
	10,037.81	16,734.53
a) Other trade payables*		
i) Less than 1 year	4,480.36	6,683.68
ii) 1-2 years	2,506.60	2,817.56
iii) 2-3 years	2,567.56	483.29
iv) More than 3 years	483.29	6,750.00
	10,037.81	16,734.53

*Outstanding for following periods from date of transaction

Particulars	(INR in '00)	
	As at March 31,	
	2024	2023
Statutory Dues	786.43	799.43
	786.43	799.43

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 16: Revenue from Operations (INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Revenue from Operations	3,299.86	20,978.93
	3,299.86	20,978.93

Note 17: Other Incomes (INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Long Term Capital Gain	10,875.00	-
Short Term Capital Gain	1,680.00	-
Sundry Balance Written Back	6,750.00	-
Interest on IT Refund	-	10,397.98
	19,305.00	10,397.98

Note 18: Employee benefit expense (INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Salary	9,920.00	3,542.00
	9,920.00	3,542.00

Note 19: Depreciation & amortization expenses (INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Depreciation	-	47.05
	-	47.05

Note 20: Other expenses (INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
BSE Annual Listing Fees	3,250.00	9,873.67
Prior Period Expenses	2,329.11	-
Depository Charges	656.16	658.34
Electricity Expenses	270.00	41.10
Office Expenses	739.97	1,018.51
Payment to Auditors	400.00	400.00
Professional Fees	1,126.70	720.00
Rent, Rate & Taxes	790.00	1,829.82
Stock Exchange Expenses	247.70	298.91
Sundry Balance Written off	2,575.82	-
SEBI Penalties	2,000.00	-
Loss on Sale of Investment	-	450.00
Loss on Sale of Fixed Assets	-	3,638.33
Miscellaneous Expenses	920.81	1,987.46
	15,306.26	20,916.14

Note 20.1 Payment to Auditors (INR in '00)

Particulars	For the year ended March 31,	
	2024	2023
Audit Fees	400.00	400.00
	400.00	400.00

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Particulars	(INR in '00 except EPS and no. of Shares)	
	For the year ended March 31,	
	2024	2023
Total Comprehensive Income for the period	(2,633.28)	(17,202.51)
Weighted Average Number of Equity Shares	75,456,000	75,456,000
Basic & Diluted Earning Per Share	(0.00)	(0.02)

Particulars	(INR in '00)	
	For the year ended March 31,	
	2024	2023
Current Tax	-	-
Tax for earlier years	-	24,627.30
Deferred Tax	11.88	(553.07)
Income Tax Expense for the	11.88	24,074.23

Note 23 : Other Regulatory Compliance

Financial Ratios:

Particulars	2023-24	2022-23	% Variance	Remarks for Variance more than 25%
Current Ratio (in times)	43.45	9.01	382.10	Increase in current assets and decrease in current liabilities.
Current Assets / Current Liabilities	470,293.92 / 10,824.24	158,020.02 / 17,533.96		

Note: In view of nature of business and various components of financial statements, other Ratios as mentioned in Schedule III are not applicable to the Company or has no relevance or not practical to be calculated.

Note 24: Dues to micro & small enterprises

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

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 25: Fair value measurements

Financial instruments by category:

Particulars	As at March 31, 2024							
	Carrying Value (INR in '00)				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investment in Equity Shares	4,382.70	-	-	4,382.70	-	-	-	-
(ii) Trade receivables	-	-	-	-	-	-	-	-
(iii) Loans	-	-	-	-	-	-	-	-
(iv) Cash and Cash Equivalents	-	-	47,062.82	47,062.82	-	-	-	-
(v) Other Financial Assets	-	-	172,333.07	172,333.07	-	-	-	-
Total	4,382.70	-	219,395.89	223,778.59	-	-	-	-
Financial Liabilities								
(i) Trade Payables	-	-	10,037.81	10,037.81	-	-	-	-
Total	-	-	10,037.81	10,037.81	-	-	-	-
Particulars	As at March 31, 2023							
	Carrying Value (INR in '00)				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investment in Equity Shares	308,881.95	-	-	308,881.95	-	-	-	-
(ii) Trade receivables	-	-	12,960.00	12,960.00	-	-	-	-
(iii) Loans	-	-	-	-	-	-	-	-
(iv) Cash and Cash Equivalents	-	-	21,242.01	21,242.01	-	-	-	-
(v) Other Financial Assets	-	-	189,333.07	189,333.07	-	-	-	-
Total	308,881.95	-	223,535.08	532,417.03	-	-	-	-
Financial Liabilities								
(i) Trade Payables	-	-	16,734.53	16,734.53	-	-	-	-
Total	-	-	16,734.53	16,734.53	-	-	-	-

The carrying amounts of trade receivables, cash and bank balances, loans, and trade payables are considered to be approximately equal to the fair value.

Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

- o Use of quoted market price or dealer quotes for similar instruments
- o Using discounted cash flow analysis.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of unobservable inputs.

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 26: Segment Reporting

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

Note 27: Related Party Disclosure

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

Key Management Personnel and their relatives

Name	Relationship
Mr. Harish Sitaram Sharma	Managing Director
Mr. Aniruddh Parashar	Director
Mr. Aniruddh Parashar	CFO
Ms. Khushboo Vasudev	Company Secretary (from 12-04-2023)

Particulars	(INR in '00)	
	2023-2024	2022-2023
Short-term employment benefit	2,250.00	1,750.00

Note 28: Contingent Liabilities

There were no Contingent Liabilities as of March 31, 2024 (Previous year Rs. Nil).

Note 29: Relationship with struck-off companies

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
NA	Investments in securities	-	-
NA	Receivables	-	-
NA	Payables	-	-
NA	Shares held by struck off company	-	-
NA	Other outstanding balances (to be specified)	-	-

Note 30: Capital work in progress ageing schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More years than 3	
Projects in progress	NA	NA	NA	NA	NA
Projects temporarily suspended	NA	NA	NA	NA	NA

Capital Work in Progress ageing schedule for which completion is overdue or exceeded its original cost

CWIP	To be completed in less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1	NA	NA	NA	NA

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

Note 31: Details of benami property held

There has been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

Note 32: Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

Note 33: Compliance with number of layers of companies

The Company does not have any subsidiary(s), therefore Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 relating to Layers of Companies is not applicable.

Note 34: Undisclosed income

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note 35: Intangible assets under development

There are no Intangible assets under development as on March 31, 2024.

Note 36: Security of current assets against borrowings

The Company does not have borrowings from banks or financial institutions on the basis of security of current assets.

Note 37: Compliance with approved scheme(s) of arrangements

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

Note 38: Details of crypto currency or virtual currency

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year ended on March 31, 2024.

Note 39: Title deeds of immovable property not held in name of the company

The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

Note 40: Utilisation of borrowed funds/share premium/any other source of funds

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether, directly or indirectly lend or invest in other persons/entities identified in any manner whatsoever by or on behalf of the Company ('ultimate beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries of the Company in the ordinary course of business .

Accordingly, no further disclosures, in this regard, are required.

DJS Stock and Shares Limited

Notes to Standalone Financial Statements for the year ended March 31, 2024

The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding party") with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party (ultimate beneficiaries); or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

Note 41 : Previous year figures

Previous year figures have been re-grouped / re-classified / restated wherever necessary to confirm the current year classification.

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

sd/-
Bhawani Singh Shekhawat
Director
DIN: 06970102

sd/-
Aniruddh Parashar
Director & CFO
DIN: 02576496

sd/-
Khushboo Vasudev
Company Secretary
Membership: ACS51287

Thane
May 29, 2024