

## **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting (AGM) of the Shareholders of the Company will be held on Wednesday, 30<sup>th</sup> September, 2015 at 9.30 A.M. at Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Balance Sheet and Profit and Loss Account for the year ended March 31, 2015, and Schedules thereto, together with the Auditor's Report & the Reports of the Directors thereon.
2. To consider the re-appointment of Mr. Manoj Kumar More (DIN: 00040190), as director, who is retiring by rotation in terms of section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider the re-appoint of Mr. Kalpesh Rameshchandra Madhavi (DIN: 03323931) as director, who is retiring by rotation in terms of section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, pass the following resolution, with or without modification as, an Ordinary Resolution:

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

### **SPECIAL BUSINESS:**

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

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Malti Vidur Bhatt (DIN: 00656448) who was appointed as an additional director, having been proposed to be re-appointed and having been given her consent, be and is hereby appointed as a non-executive, non-independent director on the Board of the Company, w.e.f. the date of this Annual General Meeting.

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

RESOLVED THAT Mr. Pratik Sudhir Bhatt (DIN: 00655368), Director of the Company, pursuant to the provisions of Section 203, of the Companies Act, 2013 and rules made

there under and subject to the applicable provisions of Articles of Association of the Company, be and is hereby appointed as a Managing Director of the Company to hold office at a salary of Rs. 10000/- per month, on terms and conditions mentioned in the Agreement to be entered into by with the Company and a copy of which is available for inspection of shareholders of the Company at the registered office of the Company during office hours, for a period of 3 years w.e.f. the date of this AGM till September 30, 2018.

**Date: 02-09-2015**

**Place: Mumbai**

**By the order of Board  
For DJS Stock and Shares Limited**

**Sd/--  
Pratik Bhatt  
Director  
DIN: 00655368**

#### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. The proxy need not to be a member of the company. A blank form is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of the annual general meeting.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 28, 2015 to September 30, 2015 (both days inclusive).
4. Members are requested to notify change of address AND email Id, if any, promptly in order to serve them better.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing to attend and vote on their behalf at the meeting along with the attendance slip or proxy, as the case may be.
9. The Ministry of Corporate Affairs, Government of India has come out with a circular dated 29th April, 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise by the respective shareholder to the Company or Registrar and Transfer Agent
10. A brief resume of the Directors retiring by rotation and eligible for re-appointment/ recommended for appointment, as required by Clause 49(IV)(G) of the Listing Agreement signed by the Company with the stock exchange, is given in Annexure to this notice.

11. Members may also note that the Notice of AGM will be available on the Company's website, <http://www.djsstocks.com> the Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write us at [djss2011@gmail.com](mailto:djss2011@gmail.com) if they have any queries or require communication in physical form in addition to electronic communication.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.

**Date: 02-09-2015**  
**Place: Mumbai**

**By the order of Board**  
**For DJS Stock and Shares Limited**

**Sd/--**  
**Pratik Bhatt**  
**Director**  
**DIN: 00655368**

**[In pursuance of clause 49 of the Listing Agreement]**

Brief Resume of Directors seeking re-appointment and Directors recommended for appointment at the forthcoming Annual General Meeting:

<b>Name of Director</b>	<b>Mr. Manoj Kumar More</b>
Date of Birth	01.05.1971
Nationality	Indian
Date of Appointment	15.05.2011
Qualification	C.A., B. Com
Expertise in specific functional area	Finance & Management
Chairman /Director of other Companies (excluding private & foreign companies)	Ken Financial Services Ltd Hilton metal Forging Ltd
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

<b>Name of Director</b>	<b>Mr. Kalpesh Ramchandra Madhvi</b>
Date of Birth	17.07.1974
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	B. Com
Expertise in specific functional area	Finance & Management
Chairman /Director of other Companies (excluding private & foreign companies)	NIL
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

<b>Name of Director</b>	<b>Ms. MaltiVidur Bhatt</b>
Date of Birth	17.07.1974
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	H.S.C.
Expertise in specific functional area	Administration
Chairman /Director of other Companies (excluding private & foreign companies)	Acute Consultancy Limited
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

<b>Name of Director</b>	<b>Mr. Pratik Sudhir Bhatt</b>
Date of Birth	01.09.1969
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	B.Com, LLB
Expertise in specific functional area	Share Trading & Broking
Chairman /Director of other Companies (excluding private & foreign companies)	NIL
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil

## DIRECTORS'S REPORT

To,  
The Members of  
DJS STOCK AND SHARES LIMITED

Your Directors have pleasure in presenting the 21<sup>st</sup> Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2015.

### FINANCIAL HIGHLIGHTS

(Rs. In Lacs)		
Particulars	Standalone	
Particulars	2014-15	2013-14
Total Income	96.96	83.16
Total Expenses	69.80	61.71
Net Profit Before Tax	27.16	21.45
Provision for Tax	5.20	4.41
Provision for Deferred Tax	(0.75)	3.76
Net Profit After Tax	22.71	13.29

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

As the members are aware that the company is into the business of trading into stocks and shares and stock broking, the market conditions were favorable this year, this resulted in an increase in revenue by around Rs. 14.00 Lac resulting into an overall increase in profits by around Rs. 8.00 Lac. The management of the Company hopes to further improve the performance in coming future.

### CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the business of the Company during the year and the company continued to carry on its business of trading into securities and stock broking.

### DIVIDEND

With the view to conserve the resources of company the directors are not recommending any dividend.

### CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2014-15, there has been no change in the share capital of the Company.

### INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Company does not have any Subsidiary, Joint venture or Associate Company.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

## **MATERIAL CHANGES AND COMMITMENTS**

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

## **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. (**Annexure: 1**)

## **MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2014-15, the Company held 10 (Ten) meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

<b>SNo.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1	15.05.2014	7	7
2	30.05.2014	7	7
3	15.06.2014	7	7
4	25.07.2014	7	7
5	14.08.2014	7	7
6	17.10.2014	6	6
7	14.14.2014	6	6
8	01.12.2014	6	6
9	14.02.2015	6	6
10	31.03.2015	4	4

# Meeting on 31.03.2015 was the meeting of Independent Directors only

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

### **AUDITORS AND REPORT THEREON**

The Auditors, M/s P. Mahendran, Chartered Accountants, (Registration No 29194), retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of one year, from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information. (**Annexure: 2**)

### **LOANS, GUARANTEES AND INVESTMENTS**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable

### **RELATED PARTY TRANSACTIONS**

The Company has not entered into any related party transaction during the year under review and hence no disclosure is required under this heading.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**

#### **(A) Conservation of energy and Technology absorption**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

#### **(B) Foreign exchange earnings and Outgo**

There were no foreign exchange earnings and outgo during the year under review.

### **RISK MANAGEMENT**

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, access and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.

### **DIRECTORS and KMP**

During the current financial year the following changes have occurred in the constitution of directors of the company:

<b>S. No</b>	<b>Name</b>	<b>Designation</b>	<b>Date of appointment</b>	<b>Date of cessation</b>	<b>Mode of Cessation</b>
1	Mr. Omprakash Bohra	Director	13.12.2010	17.10.2014	Resignation

### **DEPOSITS**

The company has not accepted any deposits during the year.

### **CORPORATE SOCIAL RESPONSIBILITY**

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

### **RATIO OF REMUNERATION TO EACH DIRECTOR**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

No remuneration has been paid to the Directors or the Key Managerial Personnel during the year under review.

However the Median Remuneration of Employees excluding Managing Director and Whole-time Director is Rs. 2.00 Lac during the year.

The Company had 13 permanent employees during the year under review and the median remuneration of the employees increased to by 37% as compared to that of last year, however the total salary increased by 42.6% as compared to an increase by 16.59% in the performance of the Company, for last year.

### **PARTICULARS OF EMPLOYEES**

Your Directors confirmed that no employee fall under the particulars of Section 192 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### **ANNUAL EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

### **CORPORATE GOVERNANCE**

Report on Corporate Governance along with the Certificate of the Auditors, **M/s. P. Mahendran**, confirming compliance of conditions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges forms part of the Board Report.

According to Schedule V Part II Section II point IV states that:

- a) The remuneration package of the directors are as follows: **None of the Directors of the Company are / were paid any remuneration during the financial year under review.**
- b) The fixed component and performance linked incentives along with performance criteria are as follows:
- c) Any service contracts, notice period, servant fees, if any
- d) Stock option details, if any

### **INDEPENDENT DIRECTORS and DECLARATION**

Mr. Manoj Kumar More, Mr. Avinash Kumar, Mr. Sunil Sharma & Mr. Kalpesh R. Madhavi are proposed to be appointed as the independent director of the company as per Section 149(10) of the Companies Act, 2013 in the upcoming Annual General Meeting for a term of 5 consecutive years on the Board of the Company.

The Board of Directors of the Company hereby confirms that all the appointees, proposed to be appointed as Independent Directors have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

### **REMUNERATION POLICY**

#### **Remuneration to Executive Directors:**

The remuneration to be paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

However, no remuneration has been paid to any of the Directors including managing Director in the current financial year.

#### **Remuneration to Non-Executive Directors:**

No remuneration is being paid to the Non-Executive Directors.

### **SECRETARIAL AUDIT REPORT**

Further the Secretarial Audit Report as provided by **M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretary** for the financial year ended, 31st March, 2015 is annexed herewith for your kind perusal and information. **(Annexure: 3)**