



DJS STOCK AND SHARES LIMITED

22ND ANNUAL REPORT

2015-2016

GENERAL INFORMATION

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

NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

Registered Office:

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

For and on behalf of the Board

Pratik Sudhir Bhatt
DIN: 00655368
Chairman

Dated: 03-09-2016

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. The proxy need not to be a member of the company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.
3. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the notice.
4. The Register of Members and Share Transfer Registers of the Company will remain closed from September 27, 2016 to September 30, 2016 (both days inclusive).
5. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
6. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
7. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Ltd.
8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to M/s. Purva Sharegistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
9. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the

shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company/M/s. Purva Shareregistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

10. Electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
12. Members may please note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.djsstocks.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: www.djsstocks.com.
13. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
14. **Voting through electronic means**
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (remote e-voting).
 - (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.

- (c) The facility for voting through ballot papers shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot papers.
- (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (e) The voting period begins on <September 27, 2016 (9.00 a.m.)> and ends on <September 29, 2016 (5.00 p.m.)>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 23, 2016>, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2016.
- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2016 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (i) Any person who acquire shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. 23rd September, 2016 may obtain User Id and password by sending request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.:1800-222-990.
- (j) **The instructions of e-voting are as under:**
 - (1) In case of members receiving e-mail:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password;

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

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

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

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

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

Item No. 4:

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

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

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

Item No. 5:

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

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

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

Item No. 6:

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

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

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

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

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

Registered Office:

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

For and on behalf of the Board

Pratik Sudhir Bhatt
DIN: 00655368
Chairman

Dated: 03-09-2016