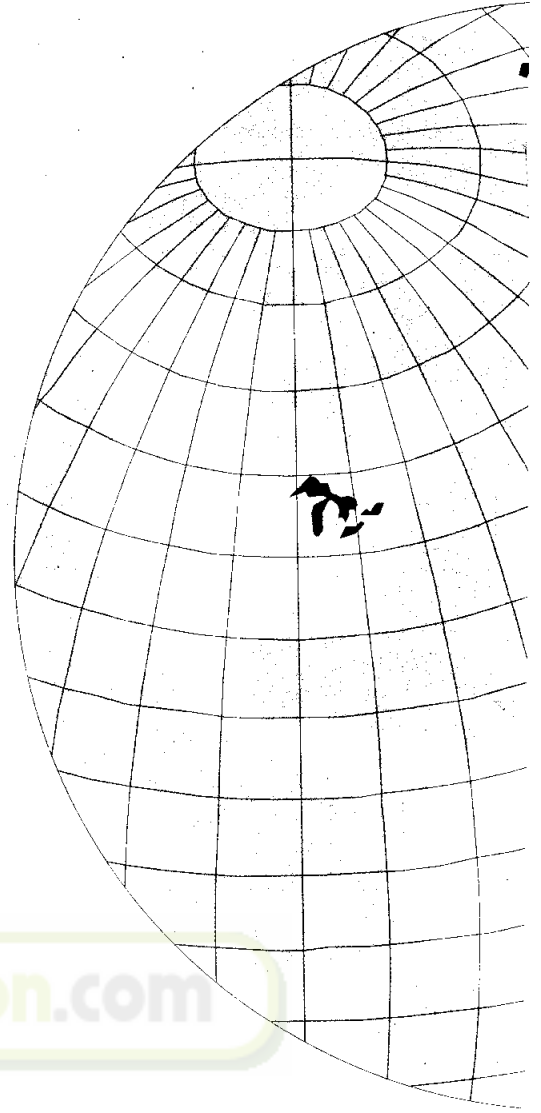




# **DJS Stock and Shares Limited**



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## **7th Annual Report 2000 - 2001**



# DJS Stock and Shares Limited

## Board of Directors

Sri Prakash D. Shah  
**Managing Director**

Sri Bhagawati Prasad

Sri K. Annamalai  
**Whole-time Director**

Sri Chandan Parmar

Sri Amit P Bhansali

Sri Shohesh P Shah

## Auditors

P Mahendran B.Sc FCA  
**Chartered Accountant**  
Coimbatore - 18

## Bankers

Oriental Bank of Commerce Ltd.

Global Trust Bank Ltd.

## Head Office

43.V.B. Gandhi Marg  
Opp. Oriental Bank of Commerce  
Fort. Mumbai - 400 023

## Regd. Office

14, Arts College Road  
Coimbatore - 641 018

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## Notice of the 7th Annual General Meeting

Notice is hereby given that the Seventh Annual General Meeting of the shareholders of the Company will be held on Saturday, the 29th September, 2001 at 10.00 a.m. at the Registered Office of the Company at 14, Arts College Road, Coimbatore - 641 018 to transact the following business :

1. To consider, approve and adopt the Profit and Loss Account of the Company for the year ended 31st March 2001, the Balance sheet as at that date and the report of the Board of Directors and Auditor.
2. To appoint a Director in the place of Sri Amit P. Bhansali who retires by rotation and being eligible, offers him self for reappointment.
3. To appoint a Director in the place of Sri Sôhesh P. Shah who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS :

5. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution :

Resolved that pursuant to Section 198, 269, 309, 310, 314, Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, the consent of the Company be, and is hereby accorded to the Board of Directors for their re-appointing Sri. Prakash D. Shah, as Managing Director of the Company for a further term of 5 years with effect from 16th November, 2001 on a remuneration of Rs.25,000/- per month and perquisites as detailed below :

Resolved further that Sri Prakash D. Shah shall not be liable to retire by rotation and nor shall he eligible for sitting fees, if any.

1. Salary : Rs.25,000/-p.m.
2. Housing : 60% of the salary, over and above 10% payable by the appointee or the excess over and above 10%, whichever is lower is payable by the Company.
3. Medical Reimbursement : Expenses incurred for the person to be appointed and the family subject to a ceiling of one month's salary in a year or three months over a period of 3 years.
4. Leave Travel Concession : For the Appointee and his family once in a year incurred in accordance with any rules specified by the Company.
5. Club Fees : Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.



6. Personal Accident Insurance : Premium not to exceed Rs.1,000/- p.a.

7. To consider and if thought fit to pass with or without modification the following resolution as Special resolution:

Resolved that pursuant to Section 269, 198, 309, 314, Schedule XIII and other applicable provisions of the Companies Act, 1956, if any, the consent of the Company be and is hereby accorded for the payment of remuneration to Sri Amit P. Bhansali as Director of the Company for a period of Two years with effect from 29.9.2000 on a remuneration of Rs.20,000/- p.m. (consolidated)

Resolved further that the remunerated Director shall not be entitled to any sitting fees for attending the Board Meetings.

8. To consider and if thought fit to pass with or without modification the following resolution as Special resolution :

Resolved that pursuant to Section 269, 198, 309, 314, Schedule XIII and other applicable provisions of the Companies Act, 1956. If any, the consent of the Company be and is hereby accorded for payment of remuneration to Sri Soresh P. Shah, Director of the Company for a period of Two years with effect from 29.09.2001 on a remuneration of Rs.20,000/- p.m. (consolidated)

Resolved further that the remunerated Director shall not be entitled to any sitting fees for attending the Board Meetings.

Coimbatore  
31.7.2001

By order of the Board  
for DJS Stock and Shares Limited  
(Sd.) Prakash D Shah  
Managing Director

- Note :**
1. A member is entitled to attend and vote at the meeting is also entitled to appoint proxy(ies) and such proxy(ies) need not be a member(s). A proxy form is enclosed. A proxy to be valid should be properly filled in and signed by the member after affixing necessary stamp and should be lodged at the registered office of the company atleast fortyeight hours before the commencement of the meeting.
  2. Change of address if any, should be notified to the company at its Registered office promptly. Members are also requested to send in their latest specimen signature in order to avert difficulty in transfer of their shares.
  3. The share transfer Books of the Company shall remain closed for a day on 29th September 2001.



## Annexure to the Notice

### Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

#### Item No.6.

Sri Prakash D. Shah has been working as Managing Director of the Company for a term of 5 years with effect from 16.11.1996. His term expires on 15.11.2001. Considering his valuable contribution to the Company during tenure of Office, your Board have re-appointed him for a further term of 5 years with effect from 16.11.2001 on expiry of his term of Office on the same remuneration of Rs.25,000 p.m. subject to your approval in a General Meeting.

Hence this resolution.

Sri Prakash D. Shah and Sri Soresh P. Shah may be deemed to be interested in the resolution to the extent of the re-appointment and remuneration payable. No other director is interested in the resolution.

#### Item No.7

Sri Amit P. Bhansali was appointed as Whole-time Director in 1997 on a remuneration of Rs.20000/- p.m. (consolidated) for a period 3 years. After that he continues to work as a Director only with the same remuneration with effect from 29.9.2000. Your Board thought that his contribution is valuable to the Company and should be suitably rewarded. Hence they have fixed a remuneration of Rs.20,000/- p.m. (consolidated) to Sri Amit P. Bhansali as Director for a period of two years with effect from 29.9.2000 subject to your approval.

Hence this resolution.

Sri Amit P. Bhansali may be deemed to be interested in the resolution to the extent of remuneration payable to him. No other Director is interested in the resolution.

#### Item No. 8

Sri Soresh P. Shah was appointed as Whole-time Director in 1997 on a remuneration of Rs.20000/- p.m. (consolidated). He voluntarily had forgone his remuneration but worked as a Director only. Your Board thought that his contribution which is valuable to the Company should be suitably rewarded. Hence they have fixed a remuneration of Rs. 20,000/- p.m. (consolidated) to Sri Soresh P. Shah as Director for a period of two years with effect from 29.9.2001 subject to your approval.

Hence this resolution.

Sri Prakash D. Shah and Sri Soresh P. Shah may be deemed to be interested in the resolution to the extent of his re-appointment and remuneration payable. No other director is interested in the resolution.

Coimbatore  
31.7.2001

By order of the Board  
for DJS Stock and Shares Limited  
(Sd.) Prakash D Shah  
Managing Director