



DJS Stock and Shares Limited

Eleventh Annual Report

DJS Stock and Shares Limited

14, Arts College Road
Coimbatore - 641 018



DJS Stock and Shares Limited

Board of Directors

Sri Prakash D Shah
Managing Director

Sri K. Annamalai
Whole-time Director

Sri Soresh P. Shah
Whole-time Director

Sri Jayanthilal P. Shah
Sri Bhagawathi Prasad
Sri Amit P Bhansali
Sri Ajay M. Gupta
Sri Ashwin R. Shah

Auditors

P Mahendran B.Sc FCA
Chartered Accountant
Coimbatore - 18

Bankers

UTI Bank Ltd.
Oriental Bank of Commerce Ltd.

Head Office

8/B, Shirin Sohrab Palace
Nariman Road, Vile Parle (E),
Mumbai - 400 057

Regd. Office

14, Arts College Road
Coimbatore - 641 018

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Notice To All Shareholders

Notice is hereby given that the **ELEVENTH Annual General Meeting** of the Shareholders of the Company will be held on 16th day of September 2005 at 4.30 P.M. at the registered Office of the Company at 14, Arts College Road, Coimbatore 641 018 to transact the following business :

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31-03-2005 with Schedules, the Profit and Loss Account for the year ended on that date with schedules, the Director's Report and the Auditor's Report thereon.
2. To re-elect a Director in place of Sri Amit P. Bhansali, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-election.
3. To re-elect a Director in place of Sri Sohesh P. Shah, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-election.
4. To appoint Auditors and fix their remuneration from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting.

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 and schedule XIII of the Companies Act, 1956, the consent of the company be and is hereby accorded to the Board of Directors for their making payment of remuneration of a consolidated monthly salary of Rs.20,000/- to Sri Sohesh P Shah as Whole-time Director for a period of three years with effect from 29.09.2005.

RESOLVED further that Sri Sohesh P Shah shall not be entitled to any sitting fees for attending the Board meetings.

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

Prakash D. Shah
Managing Director

Place: Mumbai
Date : 30.06.2005

Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT INSTEAD OF HIMSELF TO ATTEND AND VOTE ONE OR MORE PROXY(IES) AND SUCH PROXY(IES) NEED NOT BE A MEMBER. A PROXY FORM IS ENCLOSED.
2. A proxy to be valid should be duly filed in and affixed with requisite stamp and lodged with the Company's Registered Office at least 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Registers of the Company will remain closed from 30-08-2005 to 31-08-2005.
4. Members are requested to notify change of address, if any, promptly in order to serve them better.



Annexure to Notice

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 which form parts of this Notice.

ITEM NO.5

Sri Sohesh P Shah has been working as Whole Time Director and whose appointment period expires on 29.09.2005. Your board thought to appoint him for a further period of three years from 29.09.2005. Hence this resolution.

Sri Prakash D Shah and Sri Sohesh P Shah may be deemed to be interested in the resolution. Other than this no other Director is interested.

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Directors' Report

Your Directors hereby present the **Eleventh Annual Report** together with the Audited Accounts for the Period ended 31st March 2005.

FINANCIAL PERFORMANCE

	2004-2005	2003-2004
	(Rs. in lakhs)	
Income	213.47	270.77
Other Income	45.09	35.32
Total Expenditure before Interest & Depreciation	138.69	276.08
Profit /Loss before Interest and Depreciation	119.87	30.01
Finance Charges	10.49	3.98
Depreciation	9.64	9.79
Preliminary Exps Written Off	—	0.91
Net Profit / (Loss)	99.74	15.33

ABOUT THE INDUSTRY

The shareholders might have observed that the bad trend in the stock market had ceased and the market position has improved. This is reflected to that extent in the financial results of the company. However the speculation business has come down since T + 2 system has come into goal. The investors who had stayed away from the market are gradually turning back to the market. It is hoped that with better performance of the corporate and more Initial Public Offers (IPO) made the market further be strengthened and better days are ahead for the company and the investors.

REVIEW OF OPERATIONS

In our earlier reports we had stated that the market was steadying itself in the long run and small investors would come to the market. The company has opened different trading centers and our expectations were proved correct with many small investors entering the market. All these trading centers are used by the company to promote the goodwill of the small investors rather than revenue earning centers. The small investors are the assets for the company and your management expects this will yield better prospects to the mutual interest of both the small investors and the company.

FUTURE PROSPECTS

As stated in the earlier Director's reports more terminals have been opened and the company expects more income from these terminals.

DIRECTORS

Mr. Amit P Bhansali and Mr. Sohesh P. Shah retire at the ensuing Annual General Meeting and being eligible, are seeking re-appointment as Directors. The board has reappointed Mr. Sohesh P. Shah, as Whole-time Director for a period of three years from 29.09.2005 and fixes a consolidated monthly remuneration of Rs.20,000/- subject to your approval.

Necessary proposals are appearing elsewhere in the Report.

No Director of the company is disqualified under section 274(1)(g) of the Companies Act, 1956, from being appointed as director of this company.

AUDITORS

Mr. P. Mahendran Auditor of the company retires at the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment.



DEPOSITS

The Company has not accepted any deposits within the meaning of section 58A of the Companies Act, 1956 read with Reserve Bank of India's Directions for acceptance of Deposits by Non-Banking Non-Financial Companies.

STATUTORY INFORMATION

None of the employees of the company are drawing remuneration in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956, during the year under report.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors in terms of Section 217(2AA) of the Companies Act, 1956 confirm that:

- (i) All applicable accounting standards have been followed in the preparation of the annual accounts.
- (ii) Your directors have 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 as of 31st March 2005 and of the profit of the company for the 12 months period ended that date.
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on going concern basis.

CONSERVATION OF ENERGY; RESEARCH & DEVELOPMENT

The information required under Section 217 (2)(e) is not applicable since it is a share Broking Company.

INFORMATION REQUIRED AS PER LISTING AGREEMENT WITH STOCK EXCHANGES

The Company has become Y2K compliant.

CASH FLOW STATEMENT AS PER LISTING AGREEMENT

Cash Flow Statement is enclosed.

CORPORATE GOVERNANCE REPORT

Corporate Governance Report is enclosed.

ACKNOWLEDGEMENT

Your Directors wish to express their full appreciation for the assistance and co-operation extended to us by its bankers, its valued Clients, SEBI, Mutual Funds, The Stock Exchange, Mumbai, National Stock Exchange of India Ltd., and Financial Institutions and all others. Your Directors wish to thank the esteemed shareholders for extending their unstinted co-operation and support in the Management of the Company.

The Directors also wish to thank all the employees for their support and co-operation.

By order of the Board
For DJS Stock and Shares Limited

Date : 30.06.2005

Place: Mumbai

Prakash D. Shah
Managing Director



CORPORATE GOVERNANCE REPORT

(As required under Clause 49 of the Listing Agreements entered with the Stock Exchanges)

The statutory requirement of Corporate Governance envisages transparency, full disclosure and independent monitoring of the state of affairs and being fair to the Share Holders. Our Philosophy is to

- To utilise all resources optimally so that the profit is well established and the company is producing quality services of international standard.
- To have a well knit family of employees, the company being its head, to take care of their well being.
- By setting up centers in remote corners of the country to give opportunity to all walk of life the benefit of share market.
- To support small and medium investors by conducting training of the capital market and its fruitfulness and vagaries so that they make well informed investment decisions.
- To execute orders of the buyers or sellers in time maintaining highest standards of making payment to them.

POSITION OF BOARD OF DIRECTORS

Sl. No.	Name of the Directors	Position	Other Directorships
1.	Sri. Prakash D. Shah	Managing Director - Promoter	2
2.	Sri. Jayanthilal P. Shah	Director - Promoter	-
3.	Sri. Bhagawathi Prasad	Non-Executive Director - Independent	1
4.	Sri. K. Annamalai	Whole-time Director - Promoter	1
5.	Sri. Soresh P. Shah	Whole-time Director	2
6.	Sri. Amit P. Bhansali	Director - Independent	1
7.	Sri. Ajay M. Gupta	Non-Executive Director - Independent	
8.	Sri. Ashwin R. Shah	Non-Executive Director - Independent	

BOARD MEETINGS AND ATTENDANCE

Fifteen Board meetings were held on 03.04.2004, 15-04-2004, 05-05-2004, 22-05-2004, 27-05-2004, 31.05.2004, 05-06-2004, 19-06-2004, 31-07-2004, 21-08-2004, 04-09-2004, 11-09-2004, 20-09-2004, 31-10-2004 and 31-01-2005 during the period from April 1, 2004 to March 31, 2005.

Details of attendance of each Director at the meeting of the Board and General Meeting during the financial year ended March 31, 2005.

Sl. No.	Directors	Board Meeting								
		03.04.04	15.04.04	05.05.04	22.05.04	27.05.04	31.05.04	05.06.04	19.06.04	31.07.04
1.	Sri. Prakash D. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Sri. Jayanthilal P. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
3.	Sri. Bhagawathi Prasad	No	No	No	Yes	No	No	No	No	Yes
4.	Sri. K. Annamalai	No	No	No	No	Yes	No	No	No	No
5.	Sri. Soresh P. Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
6.	Sri. Amit P. Bhansali	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
7.	Sri. Ajay M. Gupta	Yes	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes
8.	Sri. Ashwin R. Shah	Yes	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes



Sl. No	Directors	Board Meeting						Last Meeting Attended
		21.08.04	04-09-04	11.09.04	20-09-04	31-10-04	31-01-05	30.06.04
1.	Sri. Prakash D.Shah	Yes	Yes	Yes	Yes	Yes	Yes	No
2.	Sri. Jayanthilal P. Shah	Yes	Yes	Yes	Yes	Yes	Yes	No
3.	Sri. Bhagawathi Prasad	No	No	No	No	Yes	Yes	No
4.	Sri. K. Annamalai	No	No	No	No	No	No	Yes
5.	Sri. Sohesh P. Shah	Yes	Yes	Yes	Yes	Yes	Yes	No
6.	Sri. Amit P. Bhansali	Yes	Yes	Yes	Yes	Yes	Yes	No
7.	Sri. Ajay M. Gupta	Yes	Yes	Yes	Yes	Yes	Yes	No
8.	Sri. Ashwin R. Shah	Yes	Yes	Yes	Yes	Yes	Yes	No

Details of attendance of each Director at the meeting of various Committees of the Board held during the financial year ended March 31, 2005.

Director	Audit Sub Committee Attendance	Investors' Grievance and Share Transfer Committee
Sri Bagawathi Prasad	3	K. Annamalai
Sri Ajay M. Gupta	3	
Sri Ashwin R Shah	3	

APPOINTMENT OF DIRECTORS

Disclosure required under Clause 49 of the Listing agreement in respect of Directors seeking appointment/reappointment at the eleventh Annual General Meeting.

Name of the Directors	Sri. Amit P. Bhansali	Sri. Sohesh P Shah
Date of Birth and Age	41	30
Date of appointment	29.09.1997	29.09.1997
Expertise in specific functional areas	Share Market	Share Market
Qualification	CA	M.B.A.
Directorships in other companies	One	Two
Committee/Executive positions held in other companies	Nil	Nil