



DJS STOCK AND SHARES LIMITED

SEVENTEENTH ANNUAL REPORT 2010-2011

Regd. Off.: "Visweawaram", 132, West Venkatasamy Road, Ground Floor,
RS Puram, Coimbatore – 641001. Tamilnadu
Tel.: +91 - 422 - 2544551 . Fax: +91 - 422 - 2544553

DJS Stock and Shares Limited

Board of Directors

Shri Pratik S. Bhatt
Managing Director

Shri OmPrakash K Bohra

Shri Devendra Kumar Sharma

Shri Sunil Sharma

Shri Manoj Kumar Jagdish More

Shri Nawal Bansal

Shri Avinash Kumar

Shri Kalpesh Ramchandra Madhavi

Auditors

P. Mahendran B.Sc FCA
Chartered Accountant
Coimbatore – 641018

Bankers

AXIS Bank Ltd.
Oriental Bank of Commerce Ltd.

Head Office

12B, Khatau Bldg, Alkesh Dinesh Modi Marg,
Opp. Share Market, Fort Mumbai - 400 001.

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Notice to Share Holders

Notice is hereby given that the Seventeenth Annual General Meeting of the shareholders of the Company will be held on Tuesday the 27th day of September, 2011 at 9.00 A. M. at Annai velankanni community Hall 72, Annai Velankanni Nagar, Sowripalayam, Coimbatore, Tamil Nadu - 641 028 the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31-03-2011 with Schedules, the Profit and Loss Account for the year ended on that date together with schedules, the Auditor's Report & the Reports of the Directors thereon.
2. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. P. Mahendran, Chartered Accountant, (Membership No. 29194), the retiring Auditors of the Company be and are hereby re-appointed as Auditor of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be fixed by the Board of Directors."

The present retiring auditor, Mr. P. Mahendran, Chartered Accountant, has expressed his willingness to continue in office. Certificate has been obtained from him that re-appointment, if made, will be in accordance with the limits specified in sub section (1B) of Section 224 of the Companies Act, 1956.

SPECIAL BUSINESS:

1. To consider and if thought fit, pass the following resolution with or without modification as an ordinary resolution:
 1. RESOLVED THAT
 1. Mr. Manoj Kumar Jagdish More earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 15th May, 2011, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
 2. Mr. Nawal Bansal earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 15th May, 2011, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.



3. Mr. Om Prakash Kishan Lal Bohra earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
4. Mr. Devendra Kumar Sharma earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
5. Mr. Avinash Kumar earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
6. Mr. Sunil Sharma earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
7. Mr. Kalpesh Ramchandra Madhvi earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
8. Mr. Pratik Bhatt earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as an executive director on the board w.e.f. 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
9. Mr. Pratik Bhatt Managing Director of the Company be and is hereby authorized to prepare, sign digitally and file with the concerned Registrar of Companies e- Form 32 with the prescribed filling fees for the appointment of abovementioned persons to give immediate effect to the above resolution

By order of the Board
For DJS Stock and Shares Limited

Place: Mumbai
Date : 15.08.2011

Pratik Bhatt
Managing Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 24.09.2011 to 27.09.2011 (both days inclusive).
4. Explanatory statement in terms of Section 173(2) of the Companies Act, 1956 for the special business to be conducted at the meeting is enclosed along with this notice.
5. Members are requested to notify change of address, if any, promptly in order to serve them better.
- G. Members are requested to bring their copies of the Annual Report to the Meeting.
7. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
8. 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.
9. 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.

By order of the Board
For DJS Stock and Shares Limited

Place: Mumbai
Date: 15.08.2011

Pratik Bhatt
Managing Director

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 FOR THE SPECIAL BUSINESS TO BE CONDUCTED AT THE MEETING:

ITEM No. 1

Mr. Manoj Kumar Jagdish More was earlier appointed as an additional director on the board w.e.f. 15.05.2011 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Manoj K. More being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

**ITEM No. 2**

Mr. Nawal Bansal was earlier appointed as an additional director on the board w.e.f. 15.05.2011 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Bansal being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 3

Mr. Om Prakash Kishanlal Bohra was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of an executive Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Bohra being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 4

Mr. Devendra Kumar Sharma was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of an executive & Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Sharma being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 5

Mr. Avinash Kumar was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Avinash Kumar being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 6

Mr. Sunil Sharma was earlier appointed as an additional director on the board w.e.f. 13.12.2011 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Sharma being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

**ITEM No. 7**

Mr. Kaipesh Madhvi was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Madhvi being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 8

Mr. Pratik Bhatt was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of executive Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Bhatt being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

By the order of Board
For DJS Stock And Shares Limited

Pratik Bhatt
Managing Director

Date: 15.08.2011
Place: Mumbai



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

[In pursuance of clause 49 of the Listing Agreement]

Name of Director	Shri Manoj Kumar Jagdish More	Shri Navval Bansal
Date of Birth	01.05.1971	30.10.1971
Nationality	Indian	Indian
Date of Appointment	15.05.2011	15.05.2011
Qualification	CA	
Shareholding in DJS Stock and Shares Limited	Nil	Nil
Expertise in specific functional area	Finance & Management	Finance & Management
Chairman /Director of other Companies	Ken Financial Services Limited. Hilton Metal Forging Limited. Acquitor Financial Services Private Limited. Harivardhan Steel & Alloys Private Limited. Khattu Land and Property Traders Pvt. Ltd. Sumangal Commodities Private Limited. Sumangal Shares & Securities Pvt. Ltd. Ridhi's Hi Fashion Private Limited.	Sumangal Shares & Securities Pvt. Ltd.
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Ken Financial Services Limited. Hilton Metal Forging Limited,	Nil
Name of Director	Om Prakash Kishanlal Bohra	Devendra Kumar Sharma
Date of Birth	01.06.1983	19.08.1964
Nationality	Indian	Indian
Date of Appointment	13.12.2010	13.12.2010
Qualification	SSC	BA
Shareholding in DJS Stock and Shares Limited	Nil	Nil
Expertise in specific functional area	Share broking and trading	Finance and Management
Chairman /Director of other Companies	Malar Shareshoppe Limited	Shriman Stocks Management Private Limited

Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil	Nil
Name of Director	Avinash Kumar	Sunil Sharma
Date of Birth	02.12.1985	24.09.1986
Nationality	Indian	Indian
Date of Appointment	13.12.2010	13.12.2010
Qualification	BA	B.com
Shareholding in DJS Stock and Shares Limited	NIL	Nil
Expertise in specific functional area	Finance and Management	Finance & Management
Chairman /Director of other Companies	Nil	Nil
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil	Nil
Name of Director	Kalpesh Ramchandra Madhvi	Pratik Bhatt
Date of Birth	17.07.1974	01.09.1969
Nationality	Indian	Indian
Date of Appointment	13.12.2010	13.12.2010
Qualification	B.com	B.com
Shareholding in DJS Stock and Shares Limited	Nil	Nil
Expertise in specific functional area	Finance and Management	Share Trading and Broking
Chairman /Director of other Companies	Nil	B K Dyeing & Printing Mills Private Limited.
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil	Nil

By order of the Board
For DJS Stock and Shares Limited

Place: Mumbai
Date : 15th August, 2011

Pratik Bhatt
Managing Director



Directors' Report

Your Directors hereby present the Seventeenth Annual Report together with the Audited Accounts for the Period ended 31st March 2011.

FINANCIAL PERFORMANCE

Particulars	2010-11	2009-10
Income from operations	7.90	110.76
Other Income	76.26	153.74
Total Expenditure before Interest & Depreciation	43.80	252.28
Profit / Loss before Interest and Depreciation	50.94	12.22
Finance Charges	0.95	7.98
Depreciation	10.59	2.22
Profit / (Loss) before Tax	39.40	2.02
Profit / (Loss) after tax	48.72	8.16

DIVIDEND

In order to conserve the resources for long term capital requirements and future requirements, your Directors do not recommend any dividend for the year under review.

REVIEW OF OPERATIONS

The Company could achieve a profit of 48.72 lakhs in the financial year ended 2010-11 despite the adverse and volatile situation prevailing globally. There has been fall in the Income from Operations from Rs. 110.76 lakhs in 2009-10 to Rs. 7.90 lakhs in 2010-11. However with the improvement trend in the financial markets, the Company looks forward to yield better profits.

The performance of the Company, its business activities has been comprehensively covered in the Management Discussion and Analysis Report.

SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS

Mr. Prakash Devidas Shah holding 28,07,100 equity shares of Rs. 10/- each fully paid up, representing 55.80% of the total outstanding equity share capital and forming dominant group of DJS Stock and Shares Limited (hereinafter referred to as "DJS") had executed a Share Purchase Agreement (hereinafter referred to as "SPA") with B.K. Dyeing and Printing Mills Private Limited Sriman Stocks Managements Private Limited, and Malar Share Shoppe Limited (hereinafter cumulatively referred to as "Acquirers") on 17th March, 2010 to transfer the said 28,07,100 equity shares along with the control and management of DJS Stock and Shares Limited. The Acquires had also made a public announcement for an open offer dated 23rd March, 2010 for acquiring 10,06,800 Equity shares of Rs. 10/- each i.e. 20% of the paid-up capital of the Company from existing shareholders of the Company under Regulation 10 & 12 and other provisions of Chapter III and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and subsequent amendments thereof for substantial acquisition of shares and change in control. The said open offer was opened on 8th July, 2010 and was closed on 27th July, 2010.