



DJS STOCK AND SHARES LIMITED

EIGHTEENTH ANNUAL REPORT 2011-2012

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

GENERAL INFORMATION

BOARD OF DIRECTORS

- 1) Mr. Pratik Sudhir Bhatt**
Managing Director
- 2) Mr. Omprakash K. Bohra**
Professional & Executive Director
- 3) Mr. Devendra K. Sharma**
Non Independent & Non – Executive Director
- 4) Mr. Avinash K. Mahendra**
Independent & Non-Executive Director
- 5) Mr. Sunil Sharma**
Independent & Non-Executive Director
- 6) Mr. Kalpesh R. Madhavi**
Independent & Non-Executive Director
- 7) Mr. Manoj Kumar More**
Independent & Non-Executive Director

AUDITORS

M/s. P. Mahendran
(Chartered Accountant)
No. B 304, Rajesh Centre,
Avinash Road, COIMBATORE - 641018

BANKERS

Axis Bank Ltd.
Oriental Bank of Commerce Ltd

HEAD OFFICE

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

REGISTERED OFFICE

Visweawram, 132 West Venkataswamy Road,
Ground Floor, R.S. Puram
Coimbatore – 641002, Tamil Nadu

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighteenth Annual General Meeting (AGM) of the Shareholders of the Company will be held on Saturday, September 29, 2012 at 9:30 A.M. at Rajasthani Sangh, Seminar Hall, D.B, Road, R.S. Puram, Coimbatore – 641002, Tamil Nadu, 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, 2012, and Schedules thereto, together with the Auditor's Report & the Reports of the Directors thereon.
2. To consider the re-appointment of Mr. Kalpesh R. Madhavi, as director, who is retiring by rotation in terms of section 255 read with section 256 of the Companies Act, 1956 and being eligible, offers himself for re-appointment.
3. To consider the re-appoint of Mr. Manoj Kumar More, as director, who is retiring by rotation in terms of section 255 read with section 256 of the Companies Act, 1956 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:

1. To consider and if thought fit, pass the following resolution with or without modification as a special resolution:

“RESOLVED THAT in accordance with section 198, 209 & 309 and other applicable provisions of the Companies Act, 1956 if any, and subject to the provisions of Schedule XIII to the Act, Mr. Pratik Sudhir Bhatt be and is hereby appointed as Managing Director of the Company for a period of 3 (Three) years commencing from the October 03, 2011 to October 02, 2014, on the terms and conditions as laid down in the agreement, executed between the Company (through Mr. Om Prakash Bohra) and Mr. Pratik Sudhir Bhatt, on the day of Mr. Pratik Sudhir Bhatt assuming the charge of the office of the Managing Director and a copy of which is laid before the meeting.”

“FURTHER RESOLVED THAT Mr. Om Prakash Bohra, Director of the Company be and is hereby authorized to prepare, sign and file e-form 32 and 25C with the concerned Registrar of Companies and to do all other needful as may be required to give effect to the above resolution.”

2. 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 94 (1)(d) and other applicable provisions, if any, of the Companies Act, 1956, the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 (SEBI (ICDR) Regulations), Listing Agreement entered into by the Company with the stock exchanges where its securities are listed, guidelines issued by competent authorities in this behalf and the provisions if any and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the consent of the members be and is hereby accorded for sub-division of authorized equity share capital of the Company, consisting of 1,00,00,000 Equity shares of Rs. 10/- each into 10,00,00,000 equity shares of Re. 1/- each”

“RESOLVED FURHTER that each issued Equity share of face value of Rs. 10/- each, be sub-divided into 10 Equity Shares of the face value of Re.1/- each and the Board of directors of the Company (hereinafter referred to as “the Board”, which expression shall also include a Committee thereof) be and are hereby authorized to issue new share certificates representing the sub-divided equity shares with new distinctive numbers consequent to the sub-division of shares as aforesaid and/ or credit, the shareholder’s accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and to inform the concerned Stock Exchange, the Depositories and the Registrar & Transfer Agents of the Company and execute all such documents, instruments and writings with all such authorities as may be required, in this connection”

“RESOLVED FURHTER THAT the Board be and is hereby authorized to finalize and modify the terms and conditions for issue of shares on sub-division as mentioned above and in respect of all matters relating to the same, and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s), to give effect to aforesaid resolution.

3. To consider and if thought fit, pass the following resolution with or without modification as an ordinary resolution:

“RESOLVED FURHTER THAT pursuant to the sub-division of the equity share capital of the Company, clause (V) of the memorandum of Association, being the Capital Clause be and is hereby altered by replacing the existing clause with the following:

(V) The authorized share capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 equity shares of Re. 1/- each (Rupee One only) with power of the company to increase or reduce the said capital and to alter the rights attached thereto and to issue any part of its capital original or increased with or without any preference or priority or special privilege or subject to any postponement or rights to any conditions or restrictions, so that unless the conditions of issue shall otherwise be subject to the power herein contained.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to fulfill all legal formalities with the concerned Registrar of Companies and to do other needful in this regard as may be required from time to time in order to give effect to the resolution.”

4. To consider and if thought fit, pass the following resolution with or without modification as a special resolution:

“RESOLVED THAT clause (a) of the Articles of Association of the Company, being the capital clause be and is hereby altered by replacing the existing clause with the following:

a) The authorized share capital of the Company is as mentioned in clause (v) of the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to fulfill all legal formalities with the concerned Registrar of Companies and to do other needful in this regard as may be required from time to time in order to give effect to the resolution.”

5. To consider and if thought fit, pass the following resolution with or without modification as a special resolution:

“RESOLVED THAT pursuant to the recommendation of Board of Director and Articles of Association of the Company and subject to the provisions of the Companies Act, 1956 Rs. 2,51,52,000/- (Rupees Two Crore fifty one lac fifty two thousand only) standing to the credit of the company under “reserves & surplus” be capitalized and such amount be applied for the payment of 2,51,52,000 fully paid equity shares of Re. 1/- each in the capital of the company, to be allotted and distributed as fully paid bonus shares to the shareholders existing in the books of the Company on the record date i.e. on the date of book closure, in the ratio of 2:1 (i.e. one share on every holding of every two shares held).

Further resolved that the equity shares to be issued in pursuance of this resolution shall be subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu to the existing shares of the Company, provided however that the new equity shares so issued, shall not be entitled to participate in any dividend declared or to be declared for any year or period prior to the date of the said issue.

Further Resolved that Board of Directors be and is hereby authorized to fulfill all the legal formalities with the concerned Registrar of Companies, Securities and Exchange Board of India, Bombay Stock Exchange and with all the concerned authorities as may be required from time to time to give effect to the above resolution and to make arrangement for issuing the Bonus Shares to the entitled equity shareholders.”

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

**Sd/-
Pratik Bhatt
Managing Director**

**Date: 04.09.2012
Place: Mumbai**

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 September 21, 2012 to September 25, 2012 (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.
6. 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 the order of Board
For DJS Stock and Shares Limited**

**Sd/-
Pratik Bhatt
Managing Director**

**Date: 4th September, 2012
Place: Mumbai**

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

As Mr. Pratik Sudhir Bhatt was appointed as Managing Director on the Board w.e.f December 10, 2010 by the Board, his appointment was required to be approved in the meeting of shareholders held on September 27, 2011. However, as the resolution could not be proposed in the AGM due to some technical reasons, he ceased to be the Managing Director of the company and had to vacate his office on September 27, 2011. He was re-appointed as the managing director on the board w.e.f. October 03, 2011 and now the Board proposes to approve his appointment as a Managing Director in the ensuing AGM.

The Shareholders are recommended to pass the said resolution as a special resolution.

None of the Directors, except Mr. Pratik Bhatt as the proposed appointee, have personal interest in the said resolution.

ITEM No. 2

The Company proposes to sub-divide the equity share capital of the company by splitting one share certificate of Rs. 10/- each into 10 equity share certificates of Re. 1/- each in order to increase the base of shareholders and liquidity so as to enable the shareholders, to easily transact into the securities of the Company.

As per provisions of the Companies Act, 1956 sub-division of share capital amounts to change in capital clause of the Memorandum and Articles of Association of the Company which requires approval of shareholders. Accordingly the said resolution is proposed.

The Shareholders are recommended to pass the said resolution as an ordinary resolution.

None of the Directors have personal interest in the said resolution.

ITEM No. 3 & 4

As the company proposes to sub-divide the share capital, this shall amount to change in the Capital clause contained in the Memorandum and Articles of Association of the Company. However as per the provisions of the Companies Act, any change in the Memorandum and Articles of Association of the Company is required to be approved by the shareholders.

Accordingly the said resolutions are proposed.

None of the Directors have personal interest in the said resolution.

ITEM No. 5

The Company has excess reserves lying to the credit of its reserves and surplus and accordingly proposes to capitalize the reserves by allotting fully paid up equity shares as bonus to the existing shareholders. The record date for the purpose of considering the allotment has been taken to be date of book closure.

As per provisions of the Articles of Association of the Company, the company is required to obtain the approval of shareholders in general meeting for the purpose of allotting fully paid up equity shares to the shareholders.

Accordingly the said resolution is proposed. The shareholders are recommended to pass the said resolution as a special resolution.

None of the directors have any personal interest in the said resolution, except as a shareholder of the company.

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

**Sd/-
Pratik Bhatt
Managing Director**

**Date: 4th September, 2012
Place: Mumbai**

[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:

Name of Director	Mr. Kalpesh R. Madhavi
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)	N.A.
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	N.A.

Name of Director	Mr. Manoj Kumar More
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

Name of Director	Mr. Pratik Sudhir Bhatt
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)	B.K. Dyeing & Printing Mills Pvt. Ltd.
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 18th Annual Report on the business and operations of the company together with the Audited Balance Sheet and Profit And Loss Account for the financial year ended March 31, 2012.

FINANCIAL REPORT:

The financial performance of your company for the year ended March 31, 2012 is summarized below:

PARTICULARS	YEAR ENDED 2012	YEAR ENDED 2011
	(Rs. in lacs)	(Rs.in lacs)
Total Income	35.66	84.16
Total Expenditure	34.45	34.17
PBIDT	1.21	49.99
Depreciation	3.95	10.58
Provision for Taxes	---	0.95
Provision for Deferred Tax	(0.94)	(10.27)
Net Profit/(Loss)	(1.80)	48.73

OVERALL PERFORMANCE:

The Company's total income during the year was Rs. 35.66 lacs as compared to that of last year which was Rs. 84.16 Lacs. As indicated in the table above, the company has underperformed in the current year as compared to previous year as the market conditions and the present economic scenario of the country as well as the global market conditions did not support the Company's business which is stock broking and is mainly related to the capital market which is not performing well.

However the company managed to maintain its expenditure to its minimum level and there is only a marginal increase as compared to previous year. Due to poor market conditions, the Company has incurred a net loss of Rs.1.80 Lacs as compared to the profits of Rs. 48.73 Lacs.

OUTLOOK:

The environment is challenging but your company is hopeful that with the improving market condition the management of the company shall be able to overcome the situation and post better results.

DIVIDEND:

Due to requirement of funds for the current working of the Company, your directors express their inability to recommend any dividend on equity share capital for the year under review.