



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.”

“FURHTER 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, to be subsequently intimated to the shareholders, in the ratio of 1:2 (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 on September 25, 2012.
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.

CHANGE IN DIRECTORS:

During the year under review, Mr. Manoj Kumar More, Mr. Nawal Bansal, Mr. Om Prakash Kishanlal Bohra, Mr. Devendra Kumar Sharma, Mr. Avinash Kumar, Mr. Sunil Sharma, Mr. Kalpesh Ramchandra Madhavi & Mr. Pratik Sudhir Bhatt who were earlier appointed as additional directors were appointed as regular directors on the board w.e.f. September 27, 2011. As Mr. Pratik Sudhir Bhatt was appointed as Managing Director on the Board w.e.f. December 10, 2012 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 last annual general meeting (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.

Apart from the above, Mr. Nawal Bansal one of the non-executive and independent directors ceased to be associated with the company, due to his resignation w.e.f. April 24, 2012.

AUDITOR'S REPORT:

Auditors report is self explanatory, and the auditor has not marked any qualification in the report. Hence it does not call for any further comments.

APPOINTMENT OF AUDITORS:

The Auditors M/s. P. Mahendran, Chartered Accountants who were appointed as the Auditors of the company at the last AGM of the company, retire at the conclusion of the ensuing AGM and have given a declaration to the effect that their reappointment in the company shall be within the limits of section 224 of the Companies Act, 1956. Shareholders are requested to consider the re-appointment of the auditors from the conclusion of the ensuing AGM till the conclusion of the next AGM.

AUDIT COMMITTEE:

The Company has a duly constituted audit committee in place and a detailed note on its powers and functioning are covered under the report on Corporate Governance stipulated under clause 49 of the Listing Agreement and forming part of this report.

CAPITAL EXPENDITURE:

At the end of this financial year 2011-12, the net tangible assets stood at Rs. 13.38 Lacs.

During the year under review, fixed assets were brought into the Company and appropriate depreciation is being charged at the end of the year.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

CONSOLIDATED FINANCIAL STATEMENTS:

The company does not have any subsidiary Company within the meaning of section 4 of the Act. Thus the provisions in respect of submission of consolidated financial results are not applicable to the Company.

DEPOSITS:

The Company has neither invited nor taken any deposits in terms of the provisions of Section 58A of the Companies Act, 1956 and the rules made there under.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:

As the Company's main business is related stock broking and investment in securities, the provisions regarding conservation of energy and technology absorption are not applicable to the company.

There were no foreign exchange earnings and outgo in the Company during the said financial year.

INDUSTRIAL RELATIONS:

The Company was successful in maintaining cordial industrial relations throughout the year. Your directors place their sincere appreciation for services rendered by the staff of the company.

PARTICULARS OF EMPLOYEES:

As there are no employees employed by the company falling within Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 hence relevant disclosures are not required.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 217(2AA) of the Companies Act, 1956, the Directors based on the representations received from the Operating Management, confirm that, to the best of their knowledge:

- (1) In the preparation of the annual accounts for the financial year 2011-12, the applicable accounting standards has been followed along with proper explanations relating to the material departures.
- (2) They have selected the accounting policies in consultation with the statutory auditors and have applied them consistently and made judgments & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of the company and the profit & loss of the company for the period ended March 31, 2012.
- (3) They had taken proper and sufficient care, to the best of their knowledge and ability, 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 & detecting fraud & other irregularities;
- (4) They had prepared the annual accounts on a "going concern" basis.

CORPORATE GOVERNANCE:

Your Company is committed to global best practices. A report on corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange form a part of the Annual Report.

A certificate from the statutory auditor of the company, regarding compliances with Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

The Company has in place a Code of Conduct for its Board members and senior management team, who have affirmed compliance thereto.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company has at a unified and centralized level, put in place a Corporate Social Responsibility (CSR) policy which is based on a belief that a business cannot succeed in a society that fails and therefore it is imperative for business houses, to invest in the future by taking part in social – building activities.

INTERNAL CONTROL:

The Company has in place appropriate internal control systems, commensurate with its size and nature of operations.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis report as required under Clause 49(IV)(F) of the Listing Agreement is disclosed separately in this report.

DISCLOSURE OF MATERIAL CHANGES SINCE THE DATE OF BALANCE SHEET:

The Board of Directors in their meeting held on April 24, 2012 approved the resignation of Mr. Nawal Bansal from the Board of the Company.

The Board of Directors have also approved and applied for the membership of BSE SME Exchange after discussing the matter in their meeting dated July 19, 2012.

ACKNOWLEDGEMENT:

The Directors acknowledge with gratitude the co-operation from the investors, customers, business associates, regulatory authorities and employees during the year under review.

By order of the Board

For DJS SHARES AND STOCK LIMITED

**Sd/-
Director**

**Sd/-
Director**

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

REPORT ON CORPORATE GOVERNANCE

The Company remains committed to the concept of good corporate governance practices in all its activities to ensure the ultimate goal of making the Company a value driven Organisation. The Company desires to achieve transparency, full disclosure and independent monitoring of the state of affairs and shall be fair to all its stakeholders. Its philosophy on the code of Corporate Governance is:

- a) To utilise all resources optimally for the maximization of Stakeholders value and the company is providing quality services to its client which is matching with the international standards.
- b) To have a well knit family of employees, and imbibe the corporate values in the employees and encourage them in their conduct.
- c) To ensure that the decision making process is fair and transparent.
- d) To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.

Given below are the Company's corporate governance policies and practices for 2011-12. As will be seen, the Company's Corporate Governance practices and disclosures have gone well in complying with the statutory and regulatory requirements in accordance with the provisions of clause 49 of the listing agreement.

BOARD OF DIRECTORS:

In keeping with the commitments of the management of the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the board, and to separate the Board functions of governance and management.

COMPOSITION:

The Board has an Executive Chairman. According to clause 49, if the chairman of the Board is an Executive director, at least half of the Board should comprise of independent directors.

As on March 31, 2012 the Board of the Company consisted of 8 (eight) directors with following composition:

Sr. No.	Name	Designation
1	Mr. Pratik Sudhir Bhatt*	Managing Director cum Chairman
2	Mr. Om Prakash Bohra	Professional Executive Director
3	Mr. Manoj Kumar More	Independent & Non-Executive Director
4	Nawal Bansal**	Independent & Non-Executive Director
5	Mr. Devendra Kumar Sharma	Independent & Non-Executive Director
6	Mr. Avinash Kumar	Independent & Non-Executive Director
7	Mr. Sunil Sharma	Independent & Non-Executive Director
8	Mr. Kalpesh Ramchandra Madhavi	Independent & Non-Executive Director

*ceased to be the managing director on September 27, 2012 as the appointment could not be approved in the last AGM due to some technical problem. Re-appointed as managing director w.e.f. October 03, 2011, by the Board.

** ceased to be the director on the Board w.e.f. April 24, 2012

Thus the Board of the Company has an optimum composition of directors in compliance with clause 49 of the Listing Agreement, with the executive director as chairman, one executive director and 6 (six) (5 w.e.f. April 24, 2012) directors as independent and non-executive directors.

The board has no institutional nominee directors. As table 1 show, the company is in compliance with the guidelines.

During the year under review, Mr. Manoj Kumar More, Mr. Nawal Bansal, Mr. Om Prakash Kishanlal Bohra, Mr. Devendra Kumar Sharma, Mr. Avinash Kumar, Mr. Sunil Sharma, Mr. Kalpesh Ramchandra Madhavi & Mr. Pratik Sudhir Bhatt who were earlier appointed as additional directors were appointed as regular directors on the board. 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 September 27, 2012, However as the resolution could not be proposed in the last annual general meeting, 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 annual general meeting.

Apart from the above, Mr. Nawal Bansal one of the non-executive and independent directors ceased to be associated with the company, due to his resignation w.e.f. April 24, 2012.

Board Procedure:

The Board met eleven times during the year on May 15, 2011; June 06, 2011; August 15, 2011; October 03, 2011; November 15, 2011; December 19, 2011; December 30, 2011; February 02, 2012; February 10, 2012; February 13, 2012; March 20, 2012

Attendance Record of Directors:

Table 1: Composition of the Board and attendance record of directors:

Name of Director	Category	Meetings attended	Whether attended last AGM
Mr. Pratik Sudhir Bhatt*	Managing Director cum Chairman	10	Yes
Mr. Om Prakash Bohra	Professional Executive Director	12	Yes
Mr. Manoj Kumar More	Independent & Non-Executive Director	12	Yes
Nawal Bansal**	Independent & Non-Executive Director	11	Yes
Mr. Devendra Kumar Sharma	Independent & Non-Executive Director	12	Yes
Mr. Avinahs Kumar	Independent & Non-Executive Director	12	Yes
Mr. Sunil Sharma	Independent & Non-Executive Director	12	Yes
Mr. Kalpesh Ramchandra Madhavi	Independent & Non-Executive Director	12	Yes

*ceased to be the managing director on September 27, 2012 as the appointment could not be approved in the last AGM due to some technical problem. Re-appointed as managing director w.e.f. October 03, 2011, by the Board.

** ceased to be the director on the Board w.e.f. April 24, 2012

Information supplied to the Board:

The key decisions are taken after detailed deliberations and discussions by the Board. The Company always ensures that Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under clause 49 Annexure - IA of the Listing Agreement.

None of the Directors on the Board is a Member of more than ten Committees and Chairman of more than five Committees (as specified in Clause 49), across all the companies in which he is a Director.

Table 2: Other Directorship / Committee positions as on March 31, 2012:

Name of director	In Listed Companies	In Unlisted Public Limited Companies	Committee Positions	
			As Chairman	As member
Mr. Pratik Sudhir Bhatt*	--	1. Conart Traders Limited 2. P Saji Textiles Ltd.	---	---
Mr. Om Prakash Bohra	--	Malar Shareshoppe Ltd.	---	---
Mr. Manoj Kumar More	1. Ken Financial Services Ltd. 2. Hilton Metal Forging Ltd.	--	---	2
Nawal Bansal**	1. Shiv Shankar Resources Ltd. 2. Ken Financial Services Ltd.	--	---	---
Mr. Devendra Kumar Sharma	--	--	---	---
Mr. Avinahs Kumar	--	--	---	---
Mr. Sunil Sharma	--	--	---	---
Mr. Kalpesh Ramchandra Madhavi	--	--	---	---

*ceased to be the managing director on September 27, 2012 as the appointment could not be approved in the last AGM due to some technical problem. Re-appointed as managing director w.e.f. October 03, 2011, by the Board

** ceased to be the director on the Board w.e.f. April 24, 2012

Notes: Private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes. Only audit committee and shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

None of the director was a member in more than 10 committees, nor a chairman in more than five committees across all companies in which he was a director.

Code of Conduct:

Code of Conduct is applicable to all Executive Directors and employees of the Company. The Board has also adopted a Code of Conduct for Non – Executive and Independent Directors. All the Board members and senior management of the company as on March 31, 2012 have affirmed with their respective Codes of Conduct.

COMMITTEES OF THE BOARD:

To focus effectively on the issue and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference / scope. The committees operate as empowered agents of the Board as per their charter / terms of reference. Targets set by them as agreed with the management are reviewed periodically and due course corrections are also carried out.

Audit Committee:

Constitution and Composition:

With a view to comply with various requirements under the Companies Act, 1956 and clause 49 of the listing agreement, the company has set up its audit committee comprising of its directors. The company has been reviewing the working of the committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 1956, clause 49 of the listing agreement.

The present audit committee consists of 3 (three) independent and non-executive directors with one of them as chairman and 1 (one) managing director. Following is the composition of the Audit Committee:

1. Mr. Avinash Kumar, Independent director and chairman
2. Mr. Kalpesh Madhavi, Independent Director and member
3. Mr. Sunil Sharma, Independent Director and member
4. Mr. Pratik Sudhir Bhatt, Managing Director and member.

All members of the audit committee are financially literate as required by clause 49. Moreover the audit committee has members who have accounting or related financial management expertise.

The Audit Committee functions according to its charter that defines its composition, authority, responsibility and reporting functions in accordance with the Companies Act, 1956, listing requirements applicable to the Company and reviewed from time to time. Given below is a gist of the responsibilities of the Audit Committee:

1. Discussion with management and analysis of financial condition and results of operations;
2. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and internal auditor and the fixation of audit fees and remuneration for other services rendered by the statutory auditors.
4. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.

The Audit committee is also entrusted with the review of the following information:

1. Management letters / letters of internal control weaknesses issued by the statutory auditors;
2. Internal audit reports relating to internal control weaknesses;
3. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
4. the quarterly financial statements before submission to the board for approval
5. Adequacy of internal audit functions if any, including structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage, performance and frequency of internal audits and adequacy of the internal control systems.
6. Performance of statutory auditors.
7. Discussion with internal auditors any significant findings including the findings of any internal investigations into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board and follow up.
8. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors
9. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

Meetings, attendance and topics discussed:

The Audit Committee met 4 (four) times during the period under review, meetings were held on May, 14, 2011; August 14, 2012; November 14, 2011 & February 12, 2012. In addition to the members of audit committee, these meetings were attended by the heads of finance and internal audit functions of the company and those executives who were considering necessary for providing inputs to the committee.

Table 3: Composition of the audit committee and attendance record of members for 2011-12

Name of Director	Category	Meetings Attended
Mr. Avinash Kumar	Independent director and chairman	4
Mr. Kalpesh Madhavi,	Independent Director and member	4
Mr. Sunil Sharma	Independent Director and member	4
Mr. Pratik Sudhir Bhatt	Managing Director and member	4

Shareholders and Investor Grievance Committee:

Mr. Pratik Sudhit Bhatt, Managing director of the Company has been appointed as the Compliance officer of the Company.

The Shareholders and Investor Grievance Committee presently comprises of following:

The Committee met once by the end of the year in order to keep itself update with respect to any investor grievances raised against the Company and to discuss a plan of action for the recourse taken by the Committee to resolve such issues on time.

Name of Member	Status	Category	No of meetings attended
Shri Avinash Kumar	Chairman	Independent Director	1
Shri Kalpesh Madhavi	Member	Independent Director	1
Shri Sunil Sharma	Member	Independent Director	1

The Shareholders and Investor Grievance Committee of the Board is empowered to oversee the redressal of investor's complaint pertaining to share / debenture transfers, non – receipt of annual reports, interest / dividend payments, issue of duplicate certificates, transmission (with and without legal representation) of shares and debentures matters pertaining to Company's fixed deposit programme and other miscellaneous complaints.

There were no pending share transfers and complaints pertaining to F.Y. ended on March 31, 2012.

Remuneration Committee:

The Company has put in place a remuneration committee in compliance with the requirements of Listing Agreement. Following are the members of the remuneration committee:

Name of Director	Category	Meetings Attended
Mr. Sunil Sharma	Independent director and Chairman	2
Mr. Avinash Kumar	Independent director and member	2
Mr. Kalpesh Madhavi,	Independent Director and member	2

Remuneration Policy:

The Success of the organization in achieving good performance and good governing practice depends on its ability to attract and retain individuals with requisite knowledge and excellence as Executive and Non – Executive Directors.

DISCLOSURES:

Basis of Related Party Transactions:

There are no materially significant related party transactions between the Company and its promoters, directors or management of their relatives, having any potential conflict with interests of the Company at large. Transactions with related parties are disclosed elsewhere in the schedules to the Balance Sheet annexed with this Annual Report.

Disclosure of accounting treatment:

The Company follows accounting standards as notified by the Central Government of India under the Companies (Accounting Standard) Rules, 2006 and in the preparation of the financial statements, the Company has not adopted treatment different from that prescribed in any of the Accounting Standards.

Remuneration of Directors:

The remuneration of the Managing Director and Whole –Time Director is recommended by Remuneration Committee to the Board of Directors based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry, responsibilities shouldered, performance / track record. The Company pays remuneration and / or commission by way of salary, perquisites and allowances (fixed components) to its Directors. Annual increments are decided by the remuneration committee within the salary scale approved by the Members.

Mr. Pratik Sudhir Bhatt the Managing Director of the Company has been paid a salary of Rs. 10000/- p.m. during the year.

Risk Management:

The Company has laid down procedure to inform the Board members about the risk assessment and minimization procedures. The Board periodically discusses the significant business risks identified by the management and the mitigation process being taken up by them.

Compliance with Corporate Governance Norms:

The company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange:

The Company has submitted the compliance reports in the prescribed format to the stock exchanges for the quarters ended June 30, 2011, September 30, 2011, December 31, 2011 & March 31, 2012 as stipulated in Clause 49 of the listing agreement entered into with the Stock Exchange. Compliance of mandatory and non-mandatory requirements under clause 49:

Non-Compliance by the Company, penalties:

During last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or statutory authority for non-compliance of any matters related to capital market.

Compliance Certificate & Capital Reconciliation Audit:

Pursuant to clause 47(c) of the listing agreement with the stock exchanges, certificates on half yearly basis, have been issued by a practicing Company Secretary for due compliance of share transfer formalities by the Company.

Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been issued by a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

CEO / CFO Certification:

The CEO and CFO have certified to the board with regard to the financial statements and other matters as required by clause 49 of the listing agreement. The certificate is contained in this annual report.

Auditor's certificate on corporate governance:

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the listing agreement.

GENERAL BODY MEETINGS:

Financial Year	Date	Time	Location	Special Resolution Passed Thereat
2010-11	27.09.2010	9:00 A.M.	Annai Velankani Community Hall, 72, Annai Velankani Nagar, Sowripalyam, Coimbatore- 641 028, Tamil Nadu	---
2009-10	30.09.2010	4:30 p.m.	Regd. Office: 14, Arts College Road, Coimbatore – 641018	---
2008-09	17.08.2009	4:30 P.M.	Regd. Office: 14, Arts College Road, Coimbatore – 641018	<ul style="list-style-type: none"> • Re-appointment and payment of remuneration to Shri Prakash D. Shah, Managing Director • Increase in payment of remuneration to Shri Sohesh Shah, Whole-time Director • Appointment of Shri K. Annamalai as Whole-time Director

Resolution Passed Through Postal Ballot:

No special resolution has been passed through postal ballot during the year 2011-12. Further none of the business proposed in the ensuing AGM requires passing of resolution through postal ballot.

Means of Communication:

The Quarterly, Half yearly and Annual results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreements and are normally published in English & Tamil newspapers. The information regarding the performance of the Company is shared with the shareholders through the Annual Report.

Mandatory:

The Company has complied with all the mandatory requirements of clause 49 of the Listing Agreement.

Non-Mandatory:

The company has also complied with the non-mandatory requirements as under:

Periodic presentation:

Periodic presentations are made at the Board and committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

1. The Board:
None of the independent directors of the Company has tenures exceeding a period of 9 (nine) years on board.
2. Remuneration Committee:
The company has a remuneration committee. A detailed note on this committee is provided in the annual report.
3. Audit Qualifications:
There are no qualifications in the financial statements of the company for the year 2011-12
4. Whistle Blower Policy:
The company adopted its whistle blower policy which enables its employees to report to the management, their concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics policy. This mechanism provides safeguard against victimization of employees, who avail of the mechanism. The policy has been appropriate communicated to the employees within the organization.

GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting:

Date : September 29, 2012

Time : 9:30 a.m.

Venue : Rajasthani Sangh, Seminar Hall, D.B. Road, R.S. Puram, Coimbatore-641002,

Financial Calendar:

Audited Annual Accounts for the year ending 31st March : May
Unaudited First Quarter Financial Results : August
Unaudited Second Quarter Financial Results : November
Unaudited Third Quarter Financial Results : February

Book Closure:

The books of the company shall remain close on September 25, 2012.

Dividend:

The Company does not propose to pay dividend for the year.

Listing on Stock Exchanges:

The shares of the Company are currently listed on the Bombay Stock Exchange Limited (BSE) situated at 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Stock Code:	511636
ISIN for depositories (NSDL & CDSL):	INE234E01019

During the year 2011-12, the listing fees payable to the Stock Exchange have been paid in full.

Registrar and Share Transfer agent:

The Company has Purva Shareregistry (India) Private Limited as its share transfer agent. All physical transfers, transmissions, transposition, issue of duplicate share certificates, issue of demand drafts in lieu of dividend warrants etc as well as requests for dematerialised / rematerialization are being processed at Purva Shareregistry (India) Private Limited. The Work related to dematerialization / rematerialization is handled by Purva Shareregistry (India) Private Limited, through its connectivity with National Securities Depository Limited and Central Services (India) Limited.

Share transfer system:

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. Grievances received from investors and other miscellaneous correspondence on change of address mandates, etc. are processed by the Registrars within 15 days.

Dematerialization of shares:

During 011-12, 23500 shares were dematerialized. Distribution of shares as on 31st March 2012 is given in Table 1.

Table 1: Shares held in physical and electronic mode:

	Position as on March 31, 2012		Position as on March 31, 2011		Net change during the year	
	No. of shares	% of total shareholding	No. of shares	% of total shareholding	No. of shares	% of total shareholding
Physical	353700	7.03	377200	7.49	23500	0.46
Demat:						
NSDL	811443	16.13	3263459	64.87	(2452016)	(48.74)
CDSL	3865257	76.84	1389741	27.62	2475516	49.22
Sub-Total	4676700	92.97	4653200	92.50	23500	0.46
Total	5030400	100	5030400	100	--	--

Market Price Data:

Table 2: Monthly highs and lows of the shares of DJS Stocks And Shares Limited during the year 2011-12:

Month	Bombay Stock Exchange Limited	
	High (Rs.)	Low (Rs.)
April, 2011	101.75	96.10
May, 2011	99.05	92.30
June, 2011	172.50	93.10
July, 2011	133.10	97.05
August, 2011	97.25	84.50
September, 2011	106.70	82.15
October, 2011	102.85	91.70
November, 2011	93.50	78.20
December, 2011	87.75	77.80
January, 2012	84.85	78.35
February, 2012	77.40	56.30
March, 2012	70.60	57.75

Distribution of shareholdings:

Table 3 gives details about the pattern of shareholding among various categories as on March 31, 2011 and March 31, 2012.

Table 3: Distribution of shareholding across categories:

Categories	March 31, 2012		March 31, 2011	
	No. of shares (Rs.)	% of capital	No. of shares (Rs.)	% of capital
Promoters	2808700	55.83	2808700	55.83
Public Holding:				
Bodies Corporate	538126	10.70	207415	4.12
Individuals	1503464	29.89	1820887	36.02
Others	180110	3.58	193398	3.84
Shares held by custodians	--	--	---	---
TOTAL	5030400	100	5030400	100

Table 4: Distribution of shareholding according to size class as on March 31, 2012:

Categories	No. of shareholding		Shares held in each class	
	Number	%	Number	%
Upto 5000	1633	79.43	2694230	5.36
5001 to 10000	140	6.81	1117680	2.22
10001 to 20000	94	4.57	1427930	2.84
20001 to 30000	54	2.63	1371840	2.73
30001 to 40000	27	1.31	962370	1.91
40001 to 50000	27	1.31	1286240	2.56
50001 to 100000	44	2.14	3154510	6.27
100001 above	37	1.80	38289200	76.12
TOTAL	2056	100	50304000	100

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s).

The prescribed nomination form will be sent by the share transfer agent of the company upon such request. Nomination facility for shares held in electronic form is also available with depository participant as per the bye-laws and business rules applicable to NSDL & CDSL.



Address for Correspondence:

Investors and shareholders can correspond with the share agent or at registered office of the Company at the following address:

DJS STOCK AND SHARES LIMITED

Registered Office Address : Viswearam. 132 West Venkatswamy
Road, Ground Floor, R.S. Puram,
Coimbatore - 641 002, Tamil Nadu

Corporate Office : 12B, First Floor, Khatau Building,
Alkesh Dinesh Modi Marg,
Opp. BSE Tower, Fort,
Mummbi- 400023

Contact number : 022-22631731

OR

Purva Sharegistry (India) Private Limited

Address : No. 9, Shiv Shakti Industrial Estate, Ground Floor
J.R. Boricha Marg, Opp. Kasturba Hospital,
Lower Parel, Mumbai – 400 011

Contact Person : Mr. Rajesh
Contact no. : 022- 2301 8261 / 6761

MANAGEMENT DISCUSSION AND ANALYSIS:

Industry Structure and Development:

DJS Stocks and Shares Limited is mainly a stock broking company which carries on stock broking operations through an extensive network and suitable manpower and trades in shares, both quoted and unquoted. The industry structure, relevant to the Company's operations, is mainly concerned with the capital market.

Economy Overview:

The world experienced a deepest global downturn in the recent past. The Indian economy, basically the capital market experienced high volatility. Apart from the securities market, the Indian rupee continuously depreciated in terms of its value as compared to dollar and to save it, RBI had to frame several new policies and several cuts in the interest rate were witnessed by the economy.

Due to the above factors, the stock market was not very active during the year owing to which the Company could not generate very high business during the year as a result of which the results posted were very low as compared to last year.

Industry Overview:

It is heartening to note that barring a few industries, the global meltdown had significant bearing on most of the business sector in India. Further to this recovery has helped in improving economic fundamental and sustained policy support. Risk appetite has returned, Equity market has improved and capital market is reviving.

Review of operations:

During the year the total income of the Company is Rs 35.65 lacs as compared to Rs.84.15 lacs in the previous year. As a result the Company has incurred a net loss of Rs. 1.80 Lac as compared to a net profit of Rs. 48.72 lacs. However the income from operations has increased to Rs. 23.42 lacs as compared to that of Rs. 7.89 lacs in the previous year. Thus, evidencing that the downfall in the revenue is due to loss of other temporary income.

The new management has been able to improve upon the operating revenue of the Company and are working upon various aspects of client operations and policies formulation in order to further increase the Company's cliental operations.

Outlook:

A significant portion of the company's income arises from stock broking operations, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon economic growth momentum and a combination of several factors like low inflation, growing domestic saving, surging portfolio investments into India, etc. The unusual development in the global economy indicates heightened uncertainties and new challenges for the emerging market economies like India. However, several policy measures introduced by the Government to reduce the growing rate of inflation, consistently increasing

saving and investment rate and achieve expected moderate GDP growth rate compared to other competing emerging markets and healthy corporate earnings which has the potential to attract strong foreign capital flows in the Indian capital market. The management is of the view that the company will be able to reasonably perform in the context of the given economic environment by continuing its efforts to reach client segments with its service capability.

Opportunities and threats:

With the significant initiatives taking place to reform the financial sector and improve the GDP growth rate of the Country, it is expected that there would be growth in the business opportunities for our Company.

Risk & Concerns:

The Company's performance is closely linked to the Indian Capital Market and consequently to the risks associated with market operations. The performance of the Company may be affected by factors affecting Capital market such as price and volume volatility, interest rates, currency exchange rates, foreign investment, Government policy changes, political and economic developments and economic performance abroad.

Internal Control System:

The company has adequate system of internal control to ensure accuracy of accounting record, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the management. The Audit committee of the board reviews the scope of internal audit on a regular basis.

Cautionary Note:

The report describing the Company's activities, projections about future estimates, assumptions with regard to global economic conditions, government policies, etc. may contain "forward looking statements" based on the information available with the Company. Forward looking statements are based on certain assumptions and expectations of the future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since Company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward -looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

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

Sd/-

Pratik S. Bhatt

Date: 4th September, 2012

Place: Mumbai

Managing Director

CERTIFICATION BY MANAGING DIRECTOR ON FINANCIAL STATEMENTS

I, Mr. Pratik Sudhir Bhatt, Managing Director of the Company hereby certify that:

- a. I have reviewed the financial and cash flow statements for the year ended March 31, 2012 and to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the company during the year ended on March 31, 2012 are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financing reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit committee and steps have been taken to rectify these deficiencies.
- d.
 - i) There has not been any significant change in internal control over financial reporting during the year ended under reference.
 - ii) There has not been any significant change in Accounting policies during the year; and
 - iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the management or an employee having a significant role in Companies internal control system over financial reporting shall be disclosed.

Sd/-
Pratik Sudhir Bhatt
Managing Director

Date: 4th September, 2012

Place: Mumbai

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of DJS Stock and Shares Limited

I have examined the compliance of conditions of Corporate Governance by DJS Stock and Shares Limited for the year ended 31st March, 2012 as stipulated in the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. My examination has been limited to procedures and implementations thereof adopted by the Company for ensuring compliance with the Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

I state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

I further state such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date : 30.05.2012

Sd/-
P. Mahendran
Chartered Accountant

AUDITOR'S REPORT

To

The Members of **DJS STOPK AND SHARES LIMITED**

1. I have audited the attachment balance sheet of DJS STOCK AND SHARES LIMITED, as at 31st March, 2012, and also the profit and loss account and the cash flow statements for the year ended on that annexed thereto. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.
2. I conducted my audit in accordance with the auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a responsible basis for my opinion.
3. As required by the Companies (Auditor's Report) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, I enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to my comments in the Annexure referred to above, I report that:
 - (i) I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - (ii) In my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books.
 - (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
 - (iv) In my opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

- (v) On the basis of written representation received from the directors, as on 31st March 2012 and taken on record by the Board of Directors, I report that none of the directors are disqualified as on 31st March 2012 from being appointed as a director in terms of clause(g) of sub-section (1) of section 274 of the Companies Act,1956;
- (vi) In my opinion and to the best of my information and according to the explanations given to me, the said accounts give the information required by the Companies Act,1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (a) In the case of the balance sheet, of the state of affairs of the Company as at 31st March;
- (b) In the case of the profit and loss account, of the loss for the year ended on that date; and
- (c) In the case of the cash flow statement ,of the cash flows for the year ended on that date

Place: Mumbai
Date : 30.05.2012

Sd/-
P. Mahendran
Chartered Accountant

Annexure to Audit Report dated 30.05.2012

(Referred to in paragraph 3 of my report of even date)

1. (I) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (ii) The fixed assets have been physically verified by the management at reasonable intervals as per a regular program of verification which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (iii) During the year, the company has not disposed off any substantial part of its fixed assets, affecting the going concern status of the company.
2. (i) The inventory has been physically verified during the year by the management at reasonable intervals. In my opinion, the frequency of verification is reasonable.
 - (ii) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (iii) On the basis of my examination of the record of inventory, I am of the opinion that the company is maintaining proper record of inventory.
3. (i) The Company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
 - (ii) The Company has not taken any loans, secured or unsecured from companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
4. In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the services. During the course of my audit, no major weaknesses have been noticed in the internal control system and there is no continuing failure to correct major weaknesses in internal control system.
5. Based on the audit procedure applied by me and according to the information and explanations provide by the management, I am of the opinion that there are no contracts or arrangements referred to in Sec.301 of the Act.
6. Based on my audit procedures and according to the information and explanations given to me the company has not accepted any deposits from public and hence complying with the provisions of Sec.58A and Sec.58AA or any other relevant provisions of the Act, is not applicable.
7. In my opinion, the company has an internal audit system commensurate with its size and nature of its business.

8. The Central Government has not prescribed maintenance of cost records U/s. 209(1)(d) of the Companies Act, 1956 to this company.
9. (i) According to the records of the company, the company is regular in depositing the undisputed statutory dues including income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it with the appropriate authorities. The company is not required to transfer any amount to the investor education and protection fund.

(ii) According to the information and explanation given to me, there are no undisputed arrears of statutory dues as at 31.03.12 which are outstanding for a period of more than six months from the date they became payable.

(iii) According to the information and explanation given to me, there are no dues of income tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess which have not been deposited on account of my dispute.
10. The Company has no accumulated losses and has not incurred any cash loss during the financial year and in the immediately preceding financial covered by my audit.
11. Based on my audit procedures and on the information and explanations given by the management, I am of the opinion that the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debenture.
12. Based on my explanations of documents and records I am of the opinion that the company has not granted any loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
13. Based on my audit procedures and on the information and explanations given by the management, I am of the opinion that the provisions of any special statute applicable to chit fund are not applicable to this company and the company is not a nidhi /mutual benefit fund/ society and hence compliance with the requirements of the order in this regard are not applicable to this company.
14. The company is dealing in shares, securities , debentures and other investments, and proper records have been maintained of the transaction and contracts and timely entries have been made therein also the shares securities have been held by the company, in its own name.
15. The company has not given any guarantee for loans taken by other from bank or financial institutions.
16. The company has not obtained any term loans.
17. According to the information and explanation given to me and on an overall examination of the balance sheet of the company, I report that the no funds raised on short term basis, have been used for long term investment.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the act.

19. According to the information and explanations furnished to me and based on the records verified by me, the period covered by my audit report, the company has not issued any debentures and hence creation of securities for the same is not applicable.
20. According to the information and explanation furnished to me and based on the records verified by me, the company has not raised any money through public issues during the period covered under audit and hence disclosure by the management on the end usage of money raised by public issues and my verification of the same is not applicable.
21. Based upon the audit procedures performed and information and explanation given by the management, I report that no fraud on or by the company was noticed or reported during the year.

Sd/-

Place: Mumbai

P. Mahendran

Date: 30-05-2012

Chartered Accountant

DJS STOCK AND SHARES LIMITED.

BALANCE SHEET AS ON 31.03.2012

PARTICULARS	Note No.	31.03.2012		31.03.2011	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
1. Shareholder's funds					
(a) Share Capital	1	50,304,000.00		50,304,000.00	
(b) Reserves and Surplus	2	67,994,013.00		68,174,585.00	
			118,298,013.00		118,478,585.00
2. Share application money pending allotment			Nil		Nil
3. Non- current liabilities			Nil		Nil
4. Current Liabilities					
(a) Trade payables	3	28,016,823.00		15,782,986.00	
(b) Short term provisions		2,148,306.00		2,130,910.00	
			30,165,129.00		17,913,896.00
TOTAL			148,463,142.00		136,392,481.00
II ASSETS					
1. Non-current assets					
(a) Fixed assets	4				
(i) Tangible assets		1,338,180.00		1,474,934.00	
(ii) Intangible assets		1,034,547.00		1,080,279.00	
(b) Non-current investments		84,688,418.00		70,134,948.00	
(c) Deferred tax assets (net)		668,950.00		575,388.00	
			87,730,095.00		73,265,549.00
2. Current assets					
(a) Inventories	5	Nil		231,840.00	
(b) Trade receivables		13,159,709.00		3,018,071.00	
(c) Cash and Cash equivalents		4,177,472.00		10,731,287.00	
(d) Short-term loans and advances		42,690,733.00		48,440,601.00	
(e) Other current assets		705,133.00		705,133.00	
			60,733,047.00		63,126,932.00
TOTAL			148,463,142.00		136,392,481.00
The Schedules Mentioned above and Schedule 10 form integral part of the Balance sheet					
As per my report even dated				For DJS Stock & Shares Ltd	
Sd/-				Sd/-	
Shri.P.Mahendran				Sd/-	
Chartered Accountant				Shri. Pratik S. Bhatt	
				(Managing Director)	
				Devendra Kumar Sharma	
				(Director)	
Place : Mumbai					
Date : 30/05/2012					

DJS STOCK AND SHARES LIMITED.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2012

PARTICULARS	Note No.	31.03.2012		31.03.2011	
		Rs.	Rs.	Rs.	Rs.
I Revenue from operations	6	2,342,608.00		789,680.00	
II Other Income	7	1,223,371.00		7,626,178.00	
III Total Revenue (I + II)			3,565,979.00		8,415,858.00
IV Expenses	8				
Direct Expenses		1,754,701.00		1,814,273.00	
Employee benefits expense		654,113.00		223,400.00	
Finance Costs		Nil		Nil	
Depreciation and amortization expense		395,047.00		1,058,738.00	
Other expense	9	1,036,251.00		1,379,296.00	
Total Expense			3,840,112.00		4,475,707.00
V Profit before exceptional and extraordinary items and tax (III-IV)			(274,133.00)		3,940,151.00
VI Exceptional Items			-		-
VII Profit before extraordinary items and tax (V-VI)			(274,133.00)		3,940,151.00
VIII Extraordinary items			-		-
IX Profit before tax (VII-VIII)			(274,133.00)		3,940,151.00
X Tax expense:					
(1) Current tax		Nil		94,867.00	
(2) Deferred tax		(93,562.00)		(1,027,167.00)	
			(93,562.00)		(932,300.00)
XI Profit/(Loss) for the period from continuing operations (IX - X)			(180,571.00)		4,872,451.00
XVI Earnings per equity share:					
(1) Basic			(0.036)		0.97
(2) Diluted			(0.036)		0.97

The Schedules Mentioned above and Schedule 10 form integral part of the Profit & loss account

As per my report even dated

sd/-

Shri.P.Mahendran
Chartered Accountant

For DJS Stock & Shares Ltd

sd/-

Shri. Pratik S. Bhatt Devendra Kumar Sharma
(Managing Director) (Director)

sd/-

Place : Mumbai

Date : 30/05/2012

M/s. DJS STOCK AND SHARES LIMITED
NOTES ANNEXED TO THE ACCOUNTS

NOTE : 1	31.03.2012	31.03.2011
<u>SHARE CAPITAL</u>		
AUTHORIZED CAPITAL		
1,00,00,000.00 Equity Shares of Rs.10/- each	<u>100,000,000.00</u>	<u>100,000,000.00</u>
ISSUED, SUBSCRIBED AND FULLY PAID UP		
50,30,400 Equity Shares of Rs. 10/- each	50,304,000.00	50,304,000.00
TOTAL	<u><u>50,304,000.00</u></u>	<u><u>50,304,000.00</u></u>

NOTE : 2

RESERVES AND SURPLUS

Profit & Loss Account	67,994,013.00	68,174,585.00
TOTAL	<u><u>67,994,013.00</u></u>	<u><u>68,174,585.00</u></u>

NOTE: 3

CURRENT LIABILITIES

(a) Trade Payables		
Current Liabilities	28,016,823.00	15,782,985.53
(b) Short Term Provisions		
(i) Provisions for Taxation	2,095,559.00	2,038,431.00
(i) Provisions for Expenses	52,747.00	92,479.00
TOTAL (a + b)	<u><u>30,165,129.00</u></u>	<u><u>17,913,895.53</u></u>

M/s. DJS STOCK AND SHARES LIMITED
NOTES ANNEXED TO THE ACCOUNTS

NOTE: 4	31.03.2012	31.03.2011
<u>NON CURRENT ASSETS</u>		
(a) Fixed Assets		
(i) Tangible assets	1,338,180.00	1,474,934.00
(ii) Intangible assets	1,034,547.00	1,080,279.00
	<u>2,372,727.00</u>	<u>2,555,213.00</u>
(b) Non - Current Investments		
(i) Long Term, Quoted, Equity Shares Stated at cost	49,388,418.00	70,134,948.00
(ii) Unquoted, Equity Shares stated at Cost	35,300,000.00	-
	<u>84,688,418.00</u>	<u>70,134,948.00</u>
(c) Deferrred Tax assets (net)	668,950.00	575,388.00
TOTAL (a + b + c)	<u>87,730,095.00</u>	<u>73,265,549.00</u>
NOTE: 5		
<u>CURRENT ASSETS</u>		
(a) Inventories	<u>NIL</u>	<u>NIL</u>
(b) Trade Receivables	<u>NIL</u>	<u>NIL</u>
(i) Debtors (Exceeding Six months)	13,159,709.00	3,018,071.00
(ii) Others	-	-
	<u>13,159,709.00</u>	<u>3,018,071.00</u>
(c) Cash and Cash Equivalent		
(i) Cash In Hand	1,295.00	-
(ii) Cash at Bank	4,176,177.00	10,731,287.00
(iii) Stock on Hand	-	231,840.00
	<u>4,177,472.00</u>	<u>10,963,127.00</u>
(d) Short Term Loans & Advances		
Advances & Deposits	42,690,733.00	48,440,601.00
	<u>42,690,733.00</u>	<u>48,440,601.00</u>
(e) Other Current Assets		
Mat Credit Receivable	705,133.00	705,133.00
	<u>705,133.00</u>	<u>705,133.00</u>
TOTAL (a + b + c + d + e)	<u>60,733,047.00</u>	<u>63,126,932.00</u>

M/s. DJS STOCK AND SHARES LIMITED

NOTES 4 (a) Fixed Assets											
Sl.No.	Name of the Assets	Cost as on 01.04.2011	Addition	Deletion	Total cost as on 31.03.2012	Upto 31.03.2011	for the year	with drawn	upto	W.D.V as on	W.D.V as on
		1	2	3	4	5	6	7	8	9	10
A	Intangible Assets										
1	Computer Software	1,222,262	160,000	-	1,382,262	141,983	205,732	-	347,715	1,034,547	1,080,279
	Total (A)	1,222,262	160,000	-	1,382,262	141,983	205,732	-	347,715	1,034,547	1,080,279
B	Tangible Assets										
1	Computer	9,742,877	52,561	-	9,795,438	9,422,601	60,420	-	9,483,020	312,418	320,276
2	Office Equipments	524,380	-	-	524,380	311,562	33,193	-	344,755	179,625	212,819
3	Furniture & Fittings	1,511,884	-	-	1,511,884	570,045	95,702	-	665,747	846,137	941,840
	Total (B)	11,779,141	52,561	-	11,831,702	10,304,207	189,315	-	10,493,522	1,338,180	1,474,934
	Total (A + B)	13,001,403	212,561	-	13,213,964	10,446,190	395,047	-	10,841,237	2,377,727	2,555,213
	Previous Year	11,601,471	1,579,832	179,900	13,001,403	9,452,060	1,058,738	64,607	10,446,190	2,555,213	2,149,410

M/s. DJS STOCK AND SHARES LIMITED
NOTES ANNEXED TO THE ACCOUNTS

<u>NOTES - 6</u>	31.03.2012	31.03.2011
	Rs.	Rs.
<u>REVENUE FROM OPERATIONS</u>		
Income from client operations	2,342,608	789,680
TOTAL	<u>2,342,608</u>	<u>789,680</u>
<u>NOTES - 7</u>		
<u>DIVIDEND AND OTHER INCOME</u>		
Dividend Received	23,798	22,748
Interest Received	995,763	488,386
Other Income	197,895	7,115,044
Long Term Capital Gains	5,915	
TOTAL	<u>1,223,371</u>	<u>7,626,178</u>
<u>NOTES - 8</u>		
<u>DIRECT EXPENSES</u>		
<u>STOCK EXCHANGE EXPENSES</u>		
VSAT chareges	151,286	474,966
Stock Exchange expense	361,812	466,197
CDSL Expense	618,459	443,779
Demate Transaction charges	38,448	18,949
SEBI Turnover Tax	54,153	434
NSE Transaction / Penalty Charges	49,706	95,436
STT & other Transaction Charges	177,515	-
TOTAL	<u>1,451,377</u>	<u>1,499,762</u>
<u>BANK CHARGES AND INTEREST</u>		
Bank Guarantee fees	-	95,305
Bank Charges	7,958	-
Interest Paid	18,166	-
Car Loan Interest	-	-

M/s. DJS STOCK AND SHARES LIMITED
NOTES ANNEXED TO THE ACCOUNTS

LICENCE FEES AND TAXES

Listing fee	27,575	15,000
Service Tax		154,206
SEBI Registration fees	-	50,000
TOTAL	27,575	219,206

Legal And Professional Charges

Legal and professional charges	249,625	
	249,625	-
TOTAL OF DIRECT EXPENSES	1,754,701	1,814,273

NOTES - 9

OTHER EXPENSES

Audit Fees	25,000	54,781
Tax Audit Fees	15,000	15,000
Electricity Charges	108,103	25,740
General Expenses	64,165	185,983
Postage, Courier & Telephone	190,341	134,589
Printing & Stationary	180,823	87,769
Rent	21,000	-
Repairs & Maintenance	366,939	498,938
Sales Promotion	-	-
Staff Welfare	19,786	-
Traveling Expenses	45,094	29,954
Legal and professional charges	-	346,543
TOTAL OF OTHER EXPENSES	1,036,251	1,379,296

DJS STOCK & SHARES LTD

Notes to the Accounts and Significant Accounting Policies

10. Basic of Accounting

Financial Statements are prepared under historical costs conversations on accrual basis in accordance with the requirements of the Companies Act, 1956

11. Revenue and Transaction Recognition

Revenue and Transactions with Stock Exchanges were recognized only for completed settlements

12. Fixed Assets

Fixed assets are slated at cost inclusive of incidental expenses such as freight, octopi etc, incurred by the company. The installation and commissioning expenses are also capitalized.

13. Inventory

The securities available on hand as on 31-03-2011 where valued at cost or market prices whichever is lower.

14. Managerial Remuneration:	31.03.2012 Rs.Lakhs	31.03.2011 Rs.Lakhs
Salary	1.2	-
Contribution to Provident & other funds	-	-
Perquisites	-	-

15. Depreciation

Depreciation on Fixed Assets has been provided on "Straight Line Method" as per Section 205(2) (b) of the Companies Act, 1956 at the rates and in the manner specified in Schedule XIV of the said Act.

16. Investment

Investments represents the following shares at acquisition cost

Quoted Equity Share Investment as on 31-03-2012

Sr. No	Name of Securities	No. of Sh	Amt. Cost
1	Sunteck Reality Ltd.	75,000	29,007,165
2	Sampada Chemicals Ltd.	14,675	3,371,122
3	Prraneta Industries Ltd.	207,400	12,948,291
4	Welpack India Ltd.	100,000	3,830,000
5	Alka Securities Ltd.	252,000	231,840
	TOTAL	649,075	49,388,418

Un -Quoted Equity Share Investment as on 31-03-2012

Sr. No	Name of Securities	No. of Sh	Amt. Cost
1	Dwarkadas Developers Pvt. Ltd.	35,000	8,750,000
2	Jagvi Developers Ltd	45,000	9,630,000
3	Huger Real Estate Pvt. Ltd.	80,000	16,380,000
4	Shyam Alcohol & Chemichals Ltd	27,000	540,000
	TOTAL	187,000	35,300,000
	TOTAL OF BOTH		84,688,418

17. Contingent Liabilities

There is no contingent liability

18 .No employee is eligible for Gratuity.

19. Auditor's Remuneration:	31.03.2012	31.03.2011
Audit Fee	25,000	25,000
Tax Audit Fee	15,000	15,000
On certification matters	31,991	29,781

20 .List of Share Holders who is holding more than 5% of the Share Capital

Name of the Share holder	No Of Shares	Percentage
Sriman Stocks Management Private Limited	1052663	20.93
Malar Share Shoppe Limited	701775	13.95
BK Dyeing & Printing Mills Private Limited	1054262	20.96

21. Disclosure pursuant to AS-28 on Impairment of Assets

During the year, a review has been done for carrying value of the assets for finding out the impairment, if any. The review has not revealed any impairment of assets in terms of AS -28.

22. Deferred Tax

Deferred Tax is recognised on timing difference between accounting income and taxable income for the period and reversal of timing differences of earlier periods and quantified using the tax rates as at the balance sheet date.

23. Previous year figures

The revised schedule VI has become effective from 1st April 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year figures have been regrouped / reclassified wherever necessary to correspond to the current year's grouping / classification.

As per my report even dated

P. Mahendran, FCA
Chartered Accountant

Date : 30.5.2012
Place: Mumbai

Sd/-
Shri. Pratik S. Bhatt
(Managing Director)

Sd/-
Devendra Kumar Sharma
(Director)

M/s. DJS STOCK AND SHARES LIMITED

CASH FLOW STATEMENT	31.03.2012	31.03.2011
Cash From operations		
Net profit as per profit and loss A/c	(186,486)	3,940,151
Less: Long Term Capital Gains	5,915	(7,108,655)
Add: Depreciation Written Off	395,047	1,058,738
Cash generated / (used) from operations before Working Capital changes	214,476	(2,109,766)
Increase in Trade and other receivables	(4,485,332)	51,772,089
Decrease in Inventories	231,840	1,332,705
Increase in Trade payables and other current liabilities	12,251,233	(81,677,559)
Net Cash generated from/ (used in) Operating Activities	8,212,217	(30,682,531)
Cash from investing activities		
Purchase of Investment	(14,553,470)	(20,149,413)
Sale of Investment	-	17,985,955
Purchase of Assets	(212,561)	(1,579,832)
Reduction in Fixed Assets	-	115,293
Net Cash generated from / (used in) Investing Activities	(14,766,031)	(3,627,997)
Cash from Financing Activities	-	-
Increase/(Decrease) in Cash & Cash Equivalents	(6,553,814)	(34,310,528)
Add: Opening balances of cash and cash equivalents	10,731,286	45,041,814
Closing Balance of cash and cash equivalents	4,177,472	10,731,286

Auditor`s Certificate

I have verified the above Cash Flow Statement of DJS STOCK AND SHARES LIMITED derived from the financial statements for the year ended March 31, 2012 and found the same to be in accordance therewith and with the requirements of Clause 32 of the Listing Agreement with Stock Exchanges.

Place: Mumbai
Date : 30/05/2012

Sd/-
P. Mahendean F.C.A.
Chartered Accountant



DJS STOCK AND SHARES LIMITED

Regd. Off.: "Visweawaram" 132, West Venkatswamy Road, Ground Floor, RS Puram,
Coimbatore -641001, Tamilnadu

PROXY FORM

I/we..... of
..... residing in the district of
..... being a member / members of the above named
company hereby appoint
.....of
residing in the district of as
my /our proxy to vote for me/ our behalf in the eighteenth Annual General Meeting of
the Company to be held on September 29, 2012 at **Rajasthani Sangh, Seminar Hall,
D.B, Road, R.S. Puram, Coimbatore – 641002, Tamil Nadu** and any adjournment
thereat.

Affix Thirty
Paisa Revenue
Stamp Affix
Revenue Stamp

Place:
Date:

Note: Indian revenue stamp of Re. 0.30 should be affixed in the form which should then be signed by the members. The form thus completed should be deposited at the Registered office at "Visweawaram" 132, West Venkatswamy Road, Ground Floor, R.S. Puram, Coimbatore -641001, Tamilnadu, atleast forty eight hours before the commencement of the meeting hours before the commencement of the meeting i.e. 9:30 A.M. on 29th September, 2012.

**DJS STOCK AND SHARES LIMITED
ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the eighteenth Annual General Meeting of the Company held at, **Rajasthani Sangh, Seminar Hall, D.B, Road, R.S. Puram, Coimbatore – 641002, Tamil Nadu, on Saturday the 29th day of September, 2012.**

Full name of the Shareholder in BLOCK LETTER:
AccountNo:
No.ofares held:
Name of the Proxy (if any) in BLOCK LETTERS: