



DJS STOCK AND SHARES LIMITED

NINETEENTH ANNUAL REPORT 2012-2013

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

Corporate Off.: 12B, 1st Floor, Khatau Building, Alkesh Dinesh Modi Marg,
Near BSE Tower, Fort, Mumbai -400 001, Maharashtra.



DJS Stock and Shares Limited

GENERAL INFORMATION

Board of Directors

Shri Pratik Sudhir Bhatt
Managing Director

Shri OmPrakash K. Bohra
Professional & Executive Director

Shri Devendra K. Sharma
Non Independent & Non – Executive Director

Shri Avinash Kumar
Independent & Non-Executive Director

Shri Sunil Sharma
Independent & Non-Executive Director

Shri Kalpesh R. Madhavi
Independent & Non-Executive Director

Shri Manoj Kumar More
Independent & Non-Executive Director

Shri Kalpesh Ramchandra Madhavi

Auditors

Shri P. Mahendran
Chartered Accountant
No. B 304, Rajesh Centre, Avinash Road,
COIMBATORE - 641018

Bankers

AXIS Bank Ltd.
Oriental Bank of Commerce Ltd.
Yes Bank Ltd

Head Office

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

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the Nineteenth Annual General Meeting (AGM) of the Shareholders of the Company will be held on Monday, 30th, September, 2013 at 9.30 A.M. at Sri Krishna Hall, VKL Nagar Road, Near Priyamangala Towers, Mettupalayam Road, Thudiyalore, Coimbatore – 641 034 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, 2013, and Schedules thereto, together with the Auditor's Report & the Reports of the Directors thereon.
2. To consider the re-appointment of Mr. Avinash K. Mahendra, 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. Sunil Sharma, 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."

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

**Date: 02.09.2013
Place: Mumbai**

**Pratik Bhatt
Managing Director**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED.
2. A proxy to be valid should be duly filed in and affixed with requisite stamp and lodged with the Company's Registered Office at least 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 27, 2013 to September 28, 2013 (both days inclusive).
4. Members are requested to notify change of address, if any, promptly in order to serve them better.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
7. 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.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing to attend and vote on their behalf at the meeting along with the attendance slip or proxy, as the case may be.
9. The Ministry of Corporate Affairs, Government of India has come out with a circular dated 29th April, 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise by the respective shareholder to the Company or Registrar and Transfer Agent
10. 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**

**Date: 02.09.2013
Place: Mumbai**

**Pratik Bhatt
Managing Director**

[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. Avinash Kumar
Date of Birth	02.12.1985
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	B.Com
Expertise in specific functional area	Accounting
Chairman /Director of other Companies (excluding private & foreign companies)	NIL
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

Name of Director	Mr. Sunil Sharma
Date of Birth	24.09.1986
Nationality	Indian
Date of Appointment	13.12.2010
Qualification	B. Com
Expertise in specific functional area	Accounting & management
Chairman /Director of other Companies (excluding private & foreign companies)	NIL
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 19th 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, 2013.

FINANCIAL REPORT:

The financial performance of your company for the year ended March 31, 2013 is summarized below:

PARTICULARS	YEAR ENDED 2013	YEAR ENDED 2012
	(Rs. in lacs)	(Rs. in lacs)
Total Income	100.18	35.66
Total Expenditure	78.23	34.45
PBIDT	21.94	1.21
Depreciation	4.14	3.95
Provision for Taxes	3.4	---
Provision for Deferred Tax	---	(093)
Net Profit/(Loss)	14.40	(1.80)

OVERALL PERFORMANCE:

The Company's total income during the year was Rs. 100.18 lacs as compared to that of last year which was Rs. 35.66 Lacs. As indicated in the table above, the company has recovered from the losses incurred last year. Although the expenditures have also increased proportionately with the income, the management accounts a part of it to the rising rate of inflation. However, the efforts of the management have been successful in retaining profits as compared to the losses incurred in previous year.

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. Pratik Sudhir Bhatt, who was appointed as a managing director w.e.f. October 03, 2011 by the Board, was approved as a Managing director in the last AGM held on September 29, 2012 and Mr. Nawal Bansal, Independent Non-Executive director resigned w.e.f. April 24, 2012. Apart from that there was no change in the constitution of the Board.

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 2012-13, the net tangible assets stood at Rs. 11.54 Lacs.

During the year under review except a minor addition to fixed assets, no fixed assets were brought into the Company. The Company has charged appropriate depreciation to the its fixed assets.

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 any 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 to 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 2012-13, 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, 2013.

- (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**

**Date: 02.09.2013
Place: Mumbai**

**Pratik Bhatt
Managing Director**

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 2012-13. 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, 2013 the Board of the Company consisted of 7 (Seven) 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	Mr. Devendra Kumar Sharma	Independent & Non-Executive Director
5	Mr. Avinahs Kumar	Independent & Non-Executive Director
6	Mr. Sunil Sharma	Independent & Non-Executive Director
7	Mr. Kalpesh Ramchandra Madhavi	Independent & Non-Executive Director
8	Mr. Nawal Bansal**	Independent & Non-Executive Director

*Re-appointed as managing director w.e.f. October 03, 2011, by the Board and the same was approved by the shareholders in AGM dated September 29, 2012.

** resigned 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. Pratik Sudhir Bhatt who was earlier appointed as Managing Director in the Board meeting on October 03, 2011 and the appointment was subsequently approved by the shareholders in their AGM held on September 29, 2012.

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 14 (fourteen) times during the year on April 09, 2012, April 24, 2012, May 30, 2012, July 17, 2012, August 14, 2012, August 31, 2012, September 04, 2012, September 10, 2012, October 15, 2012, October 27, 2012, November 14, 2012, December 14, 2012, January 11, 2013, February 04, 2013, February 14, 2013 and March 15, 2013.

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	14	Yes
Mr. Om Prakash Bohra	Professional Executive Director	13	Yes
Mr. Manoj Kumar More	Independent & Non-Executive Director	14	Yes
Nawal Bansal**	Independent & Non-Executive Director	1	Yes
Mr. Devendra Kumar Sharma	Independent & Non-Executive Director	10	Yes
Mr. Sunil Sharma	Independent & Non-Executive Director	10	Yes
Mr. Kalpesh Ramchandra Madhavi	Independent & Non-Executive Director	11	Yes

*Re-appointed as managing director w.e.f. October 03, 2011, by the Board and the same was approved by the shareholders in AGM dated September 29, 2012.

**Ceased to be director 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, 2013:

Name of Director	In Listed Companies	In Unlisted Public Limited Companies	Committee Positions	
			As Chairman	As member
Mr. Pratik Sudhir Bhatt*	--	NIL		
Mr. Om Prakash Bohra	--	Malar Shareshoppe Ltd.	---	---
Mr. Manoj Kumar More	1. Ken Financial Services Ltd. 2. Hilton Metal Forging 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

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, 2013 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, 29, 2012; August 13, 2012; November 13, 2012 & February 13, 2013. 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 2012-13

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 Sudhir 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 updated 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, 2013.

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. 10,000/- 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, 2012, September 30, 2012, December 31, 2012 & March 31, 2013 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 Ms. Manisha Kalra, Company Secretary in Whole Time Practice 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
2011-12	29.09.2012	9:30 A.M.	Rajasthani Sangh, Seminar Hall, D.B, Road, R.S. Puram, Coimbatore – 641002, Tamil Nadu	1. Approval for Appointment of Mr. Pratik Sudhir Bhatt as a Managing Director 2. Alteration of Clause (a) of the Articles of Association. 3. Approval for capitalization of general reserves by way of issue of 2,51,52,000 fully paid equity shares of Re. 1/- each in the ratio of 2:1 (i.e. one share on every holding of 2 shares)
2010-11	27.09.2011	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	---

Resolution Passed Through Postal Ballot:

No special resolution has been passed through postal ballot during the year 2013-14. Further note 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 2012-13

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 30, 2013

Time : 9:30 a.m.

Venue: Sri Krishna Hall, VKL Nagar Road, Near Priyamangala Towers, Mettupalayam Road, Thudiyalore, Coimbatore – 641 034

Financial Calendar:

Audited Annual Accounts for the year ending 31 st 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 from September 27, 2013 to September 28, 2013 (both days inclusive).

Dividend:

In view of inappropriate profits, 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):	INE234E01027

During the year 2012-13, 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 Registrar within 15 days.

Dematerialization of shares:

During 2012-13, 3,17,400 shares were dematerialized. Distribution of shares as on 31st March 2013 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, 2013		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	4899000	6.49	4545300	6.45
Demat:						
NSDL	811443	16.13	15603102	20.67	14791659	21.00
CDSL	3865257	76.84	54953898	72.82	51088641	72.54
Sub-Total	4676700	92.97	70557000	92.50	65880300	93.54
Total	5030400	100	75456000	100	70425600	100

Market Price Data:

Table 2: Monthly highs and lows of the shares of DJS Stocks And Shares Limited during the year 2012-13

Month	Bombay Stock Exchange Limited	
	High (Rs.)	Low (Rs.)
April, 2012	75.00	58.45
May, 2012	69.85	56.55
June, 2012	64.00	44.00
July, 2012	67.00	59.00
August, 2012	67.35	54.30
September, 2012	67.00	37.00
October, 2012	47.45	1.85
November, 2012	1.88	1.08
December, 2012	1.91	1.29
January, 2013	1.44	1.10
February, 2013	1.20	0.85
March, 2013	1.10	0.71

Distribution of shareholdings:

Table 3 gives details about the pattern of shareholding among various categories as on March 31, 2012 and March 31, 2013.

Table 3: Distribution of shareholding across categories:

Categories	March 31, 2012		March 31, 2013	
	No. of shares (Rs.)	% of capital	No. of shares (Rs.)	% of capital
Promoters	2808700	55.83	42130500	55.83
Public Holding:				
Bodies Corporate	538126	10.70	10115246	13.40
Individuals	1503464	29.89	21742375	28.81
Others	180110	3.58	1467879	1.94
Shares held by custodians	--	--	---	---
TOTAL	5030400	100	75456000	100

Table 4: Distribution of shareholding according to size class as on March 31, 2013:

Categories	No. of shareholding		Shares held in each class	
	Number	%	Number	%
Upto 5000	1880	75.02	3476422	4.61
5001 to 10000	252	10.06	1820190	2.41
10001 to 20000	156	6.23	2200818	2.92
20001 to 30000	66	2.63	1617581	2.14
30001 to 40000	40	1.60	1424943	1.89
40001 to 50000	23	.92	1038193	1.38
50001 to 100000	35	1.40	2457165	3.26
100001 above	54	2.15	61420688	81.40
TOTAL	2506	100	75456000	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 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 Shareregistry (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 100.18 lacs as compared to Rs. 35.66 lacs in the previous year. With increased revenue the company has recovered its losses and the net profits during the year amounted to Rs. 14.40 Lacs. The total income of Rs. 100.18 Lacs includes an operating income of Rs. 70.25 Lacs which is more than twice as compared to last year. With all its resources put in place, the new management have been successful in bringing up the performance of the Company.

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**

**Pratik S. Bhatt
Managing Director**

**Date: 02.09.2013
Place: Mumbai**

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, 2013 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, 2013 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.

Pratik Sudhir Bhatt
Managing Director

Date: 02.09.2013
Place: Mumbai

MANISHA KALRA
SECRETARIES



S-14, Shopping Centre, Opp. L.B.S. COMPANY
College, Tilak Nagar, Jaipur, Rajasthan
E-mail: manid_1984@yahoo.com
M- 98877-12681

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, 2013 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.

S/d-
Manisha Kalra
Company Secretary
ACS:~21931 C. P. No.:7945

Place: Mumbai
Date : 30.05.2013

Independent Auditor's Report

To the Members of

DJS STOCK AND SHARES LIMITED.

Report on the Financial Statements:

I have audited the accompanying financial statements of DJS Stock and Shares Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion:

In my opinion and to the best of my information and according to the explanations given to me, the financial statements give the information required by the Act 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 March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profit/ 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.

Report on Other Legal and Regulatory Requirements:
Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, I report that:
 - a) 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;
 - b) 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
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in my opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Coimbatore
Date: 29.05.2013

P. Mahendran, B.Sc., F.C.A.

S/d-
Chartered Accountant
M.No. 2919A
B-304, Raheja Centre,
Avinashi Road, Coimbatore - 641 018

The Annexure referred to in paragraph 1 of My Report of even date to the members of DJS Stock and Shares Limited on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as I considered appropriate and according to the information and explanation given to me during the course of my audit, I report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to me, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In my opinion and according to the information and explanations given to me, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to me, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In my opinion and according to the information and explanations given to me, 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.
(c) In my opinion and on the basis of my examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to me and on the basis of my examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(b) According to the information and explanations given to me and on the basis of my examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In my opinion and according to the information and explanations given to me, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of my audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by me and according to the information and explanations provided by the management, I am of the opinion that there are no contracts or arrangements referred to in Sec.301 of the Ac
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the 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. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities.
(b) According to the information and explanations given to me there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they became payable.
(c) According to the information and explanations given to me, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by my audit and in the immediately preceding financial year.
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 debentures.
12. According to the information and explanations given to me, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the 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. According to the information and explanations given to me, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on my audit procedures and on the information given by the management, I report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to me and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, I report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to me by the management, I report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.

21. Based on the audit procedures performed and the information and explanations given to me, I report that no fraud on or by the Company has been noticed or reported during the year, nor have been informed of such case by the management.

Place: Coimbatore
Date: 29.05.2013

P. Mahendran, B.Sc., F.C.A.

S/d-
Chartered Accountant
M.No. 29194
B-304, Raheja Centre,
Avinashi Road, Coimbatore - 641 018

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No.	Figure as at 31st March, 2013	Figure as at 31st March, 2012
1	2	3	4
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2.1	7,54,56,000	5,03,04,000
(b) Reserves and Surplus	2.2	4,42,81,918	6,79,94,014
		11,97,37,918	11,82,98,014
(2) Current Liabilities			
(a) Trade Payables	2.3	5,58,63,724	2,02,79,925
(b) Other Current Liabilities	2.4	5,45,869	77,89,645
(c) Short-Term Provisions	2.5	24,35,559	20,95,559
		5,88,45,151	3,01,65,129
TOTAL		<u>17,85,83,069</u>	<u>14,84,63,143</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
Tangible assets	2.6	11,53,880	13,38,180
Intangible assets	2.6	8,10,482	10,34,547
(b) Non Current Investments	2.7	7,61,43,077	8,46,88,418
Deferred Tax Assets			
(c) (Net)		6,68,950	6,68,950
		7,87,76,389	8,77,30,095
(2) Current assets			
(a) Inventories	2.8	30,66,969	-
(b) Trade Receivables	2.9	64,80,039	1,31,59,709
Cash and cash			
(c) equivalents	2.10	6,44,079	41,77,472
Short-Term Loans and			
(d) Advances	2.11	8,95,52,970	4,32,89,908
(e) Other Current Assets	2.12	62,624	1,05,959
		9,98,06,681	6,07,33,048
TOTAL		<u>17,85,83,069</u>	<u>14,84,63,143</u>

Notes referred above form an integral part of the Financial statements 1 & 2

As per my Report even dated

For DJS Stock and Shares Limited

Shri. P. Mahendran
Chartered Accountant
M.No. 29194
Place : Mumbai
Dated : 29th May, 2013

Managing Director

Director

PROFIT AND LOSS FOR THE YEAR ENDED : 31-03-2013

	Particulars	Note No.	Figures for the year ended 31st March, 2013	Figures for the year ended 31st March, 2012
I.	Revenue from operations	2.13	70,25,459	23,48,523
II.	Other income	2.14	29,92,369	12,17,456
III.	Total Revenue (I + II)		1,00,17,828	35,65,979
IV.	Expenses:			
	Employee Benefits Expenses	2.15	12,89,082	6,73,899
	Depreciation and amortization Expenses	2.16	4,14,350	3,95,047
	Other Administrative Expenses	2.17	65,34,492	27,71,166
	Total Expenses		82,37,924	38,40,112
V.	Profit before tax (III-IV)		17,79,904	(2,74,133)
VI.	Tax expense:			
	Current Tax		3,40,000	-
	Deferred Tax		-	(93,562)
			3,40,000	(93,562)
VII.	Profit (Loss) for the period after Tax (V-VI)		14,39,904	(1,80,571)
VIII.	Earnings per equity share:		0.19	(0.024)

Notes referred above form an integral part of the Financial statements

1 & 2

As per my Report even dated

For DJS Stock and Shares Limited

Shri. P. Mahendran
Chartered Accountant
M.No. 29194

Managing Director

Director

Place : Mumbai

Dated : 29th May, 2013

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2013

Particular	Figure as at 31st March, 2013		Figure as at 31st March, 2012	
	Nos.	Rs.	Nos.	Rs.
Note 2.1 : SHARE CAPITAL				
(a) Authorised Share Capital				
Equity Shares of Rs.10 each :				
	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
(b) Issued and Subscribed				
Equity shares of Rs.10 each fully paid up				
	75,45,600	7,54,56,000	50,30,400	5,03,04,000
	75,45,600	7,54,56,000	50,30,400	5,03,04,000
(c) Reconciliation of number of shares				
Shares at the beginning of the year	50,30,400		50,30,400	
Add : Bonus Shares issued during the year	25,15,200		-	
Outstanding shares at the year end	<u>75,45,600</u>		<u>50,30,400</u>	
(d) Shares held by each shareholder holding more than 5% of the shares				
	Nos.	%	Nos.	%
BK Dyeing Printing Mills Private Limited	1,58,13,930	20.96	10,54,262	20.96
Shriman Stock Management Pvt. Ltd.	1,57,89,945	20.93	10,52,663	20.93
Malar Share Shoppe Limited	1,05,26,625	13.95	7,01,775	13.95
	<u>4,21,30,500</u>		<u>28,08,700</u>	
Note 2.2 : RESERVES & SURPLUS				
(a) Surplus - Profit & Loss account				
Opening balance		6,79,94,014		6,81,74,585
Add : Net Profit/(Net Loss) for the current period		14,39,904		(1,80,571)
Less : Utilised for issue of Bonus Shares		<u>2,51,52,000</u>		-
Total		<u>4,42,81,918</u>		<u>6,79,94,014</u>
Note 2.3 : TRADE PAYABLES				
For Client Margin Account		5,06,67,730		1,91,69,972
For Services and Expenses		51,95,993		11,09,953
		<u>5,58,63,724</u>		<u>2,02,79,925</u>
Note 2.4 : OTHER CURRENT LIABILITES				
(a) Other payables		4,09,634		77,53,074
(b) Current Account -Temporary Overdrawn		1,36,235		36,571
		<u>5,45,869</u>		<u>77,89,645</u>
Note 2.5 : SHORT TERM PROVISIONS				
Provision for Income Tax		24,35,559		20,95,559
		<u>24,35,559</u>		<u>20,95,559</u>

Note 2.7 : NON-CURRENT INVESTMENTS

Investment in Equity Shares (At Cost)		
- Quoted Shares	4,08,43,077	4,93,88,418
- Unquoted Shares	3,53,00,000	3,53,00,000
	<u>7,61,43,077</u>	<u>8,46,88,418</u>

Note 2.8 : INVENTORIES

Shares	30,66,969	
(At Lower of cost or Market Value)		
	<u>30,66,969</u>	<u>-</u>

Note 2.9 : TRADE RECEIVABLES

(Secured or Unsecured, Considered Good or Doubtful)

(a) Debts outstanding for over six months from the date they are due for payment		
(b) Other Debts :	64,80,040	1,31,59,709
	<u>64,80,040</u>	<u>1,31,59,709</u>

Note 2.10 : CASH AND CASH EQUIVALENTS

(a) Cash and Cash Equivalent		
(i) Balances with Banks	6,39,805	41,76,177
(ii) Cash on hand	4,274	1,295
	<u>6,44,079</u>	<u>41,77,472</u>

Note 2.11 : SHORT TERM LOANS AND ADVANCES

(Secured or Unsecured, Considered Good or Doubtful)

(a) Other Loans and Advances	76,02,052	46,91,673
(Advance recoverable in cash or kind or for value to be received)		
(b) Security Deposit	8,19,50,918	3,85,98,235
	<u>8,95,52,970</u>	<u>4,32,89,908</u>

Note 2.12 : OTHER CURRENT ASSETS

(a) Others	62,624	1,05,959
	<u>62,624</u>	<u>1,05,959</u>



Note 2.6 : FIXED ASSETS

Particular	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amount			
	As at 1st April, 2012	Additions	Deductions	As at 31st March, 2013	Up to 31st March, 2012	For the year	Deduction	Up to 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013
Tangible Fixed Assets										
Furniture & Fixtures	15,11,884	-	-	15,11,884	6,65,747	95,702	-	7,61,449	8,46,137	7,50,435
Office Equipments	5,24,380	-	-	5,24,380	3,44,755	33,193	-	3,77,948	1,79,625	1,46,432
Computers	97,95,438	5,985	-	98,01,423	94,83,020	61,390	-	95,44,410	3,12,418	2,57,013
Total Intangible Fixed Assets	1,18,31,702	5,985	-	1,18,37,687	1,04,93,522	1,90,285	-	1,06,83,807	13,38,180	11,53,880
Computer Software	13,82,262	-	-	13,82,262	3,47,715	2,24,065	-	5,71,780	10,34,547	8,10,482
Total	13,82,262	-	-	13,82,262	3,47,715	2,24,065	-	5,71,780	10,34,547	8,10,482

NOTES TO PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particular	Figure as at 31st March, 2013	Figure as at 31st March, 2012
Note 2.13 : REVENUE FROM OPERATIONS		
Operational Income	70,25,459	23,48,523
	<u>70,25,459</u>	<u>23,48,523</u>
Note 2.14 : OTHER INCOME		
Other Income	1,02,901	1,97,895
Interest Received	28,89,468	9,95,763
Dividend Received	-	23,798
	<u>29,92,369</u>	<u>12,17,456</u>
Note 2.15 : EMPLOYEE BENEFIT EXPENSES		
Salaries	12,31,188	6,54,113
Staff Welfare Expenses	57,894	19,786
	<u>12,89,082</u>	<u>6,73,899</u>
Note 2.16 :	DEPRECIATION AND AMORTISATION EXPENSES	<u>4,14,350</u>
		<u>3,95,047</u>
Note 2.17 : OTHER ADMINISTRATIVE EXPENSES		
Bank Charges and Interest	13,497	26,124
Conveyance & Travelling Expenses	32,282	45,094
CDSL Expenses	3,96,622	6,18,457
Demat Charges	18,407	38,448
Electricity Expenses	1,66,870	1,08,103
Membership and Subscription Expenses	48,000	27,575
NSE Transaction Charges	29,194	49,706
Office Expenses	2,09,075	64,165
Payment to Auditors	40,000	40,000
Printing & Stationary Expenses	2,66,960	1,80,823
Professional Fees	39,67,446	2,49,625
Rent, Rate & Taxes	60,100	21,000
Repairs & Maintenance	4,98,509	3,66,939
SEBI Turnover Tax	52,331	54,153
Stock Exchange Expenses	1,38,327	3,61,812
STT Charges	-	1,77,515
Telephone and Postage Expenses	2,52,106	1,90,341
VSAT Charges	3,44,765	1,51,286
	<u>65,34,492</u>	<u>27,71,166</u>

NOTES TO THE ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES

3. Basic of Accounting

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

4. Revenue and Transaction Recognition

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

5. Fixed Assets

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

6. Inventory

The securities available on hand as on 31-03-2013 where valued at cost or market prices whichever is lower.

7. Managerial Remuneration:

	31.03.2013 Rs.Lakhs	31.03.2012 Rs.Lakhs
Salary	1.2	1.2
Contribution to Provident & other funds	-	-
Perquisites	-	-

8. 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.

9. Investment

Investments represents the following shares at acquisition cost

Quoted Equity Share Investment as on 31-03-2013

Sr. No.	Name of Securities	No. of Sh.	Amt. Cost
1	Sampada Chemichals Ltd.	14,675	33,71,122
2	Prraneta Industries Ltd	2,07,400	1,29,48,291
3	Welpack India Ltd.	1,00,000	38,30,000
4	Alka Securities Ltd	2,52,000	2,31,840
5	ACI Infotech	2,59,000	40,46,525
6	Confidence Trading	23,300	73,65,606
7	Essar (india) Ltd	9,000	5,23,434
8	Outctytrvl	19,000	17,55,639
9	Sunrise Asian	18,050	81,94,136
	TOTAL	9,02,425	4,22,66,593

Un-Quoted Equity Share Investment as on 31-03-2013

Sr. No.	Name of Securities	No. of Sh.	Amt. Cost
1	Dwarkadas Developers Pvt.Ltd.	35,300	87,50,000
2	Jagvi Developers Ltd	45,300	96,30,000
3	Huger Real Estate Pvt. Ltd.	80,000	1,63,80,000
4	Shyam Alcohol & Chemichals Ltd	37,300	5,40,000
	TOTAL	1,97,900	3,53,00,000

17. Contingent Liabilities

There is no contingent liability

18. No employee is eligible for Gratuity.

19. Auditor's Remuneration:

	31.03.2013	31.03.2012
Audit Fee	25,000	25,000
Tax Audit Fee	15,000	15,000
On certification matters	70,912	70,991

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	1,57,89,945	20.93
Malar Share Shoppe Limited	1,05,26,625	13.95
BK Dyeing & Printing Mills Private Limited	1,58,13,930	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>P. Mahendran, B.Sc., F.C.A.</p> <p>Chartered Accountant M.No. 29194 B-304, Raheja Centre, Avinashi Road, Coimbatore - 641 018</p>	<p>Shri. Pratik S. Bhatt (Managing Director)</p> <p>Devendra Kumar Sharma (Director)</p>
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M/s. DJS STOCK AND SHARES LIMITED

CASH FLOW STATEMENT	31.03.2013	31.03.2012
Cash From operations		
Net profit as per profit and loss A/c	1,439,904	(186,486)
Less: Long Term Capital Gains	-	5,915
Add: Depreciation Written Off	414,350	395,047
Cash generated / (used) from operations before Working Capital changes	<u>1,854,254</u>	<u>214,476</u>
Increase in Trade and other receivables	39,540,057	(4,485,332)
Increase in inventories Decrease in Inventories	3,066,969	(231,840)
Increase in Trade payables and other current liabilities	28,680,023	12,251,233
Net Cash generated from/ (used in) Operating Activities	<u>(12,072,750)</u>	<u>8,212,217</u>
Cash from investing activities		
Purchase of Investment	-	(14,553,470)
Sale of Investment	8,545,341	-
Purchase of Assets	5,984	(212,561)
Reduction in Fixed Assets	0	0
Net Cash generated from / (used in) Investing Activities	<u>8,539,357</u>	<u>(14,766,031)</u>
Cash from Financing Activities	-	-
Increase/(Decrease) in Cash & Cash Equivalents	(3,533,393)	(6,553,814)
Add: Opening balances of cash and cash equivalents	4,177,472	10,731,286
Closing Balance of cash and cash equivalents	644,079	4,177,472

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, 2013 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 : 29.05.2013

P. Mahendean F.C.A.
Chartered Accountant



DJS STOCK AND SHARES LIMITED

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

PROXY FORM

I/We.....of.....Residing in the
district of.....being a member / members of the above named company
hereby appointof
.....residing in the district ofas my /our
proxy to vote for me/ our behalf in the seventeenth Annual General Meeting of the Company to be held on
September 30, 2013 at Sri Krishna Hall, VKL Nagar Road, Near Priyamangala Towers, Mettupalayam
Road, Thudiyalore, Coimbatore – 641 034 and any adjournment thereat.

Affix
Thirty
Paise
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.
.....A.M. on September, 2013.

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 Nineteenth Annual General Meeting of the Company held at, Sri Krishna
Hall, VKL Nagar Road, Near Priyamangala Towers, Mettupalayam Road, Thudiyalore, Coimbatore – 641
034 , on 30th day of September, 2013.

Full Name of the Shareholder in BLOCK LETTERS: _____

Account No: _____

No. of Shares held: _____

Name of Proxy (if any) BLOC LETTERS: _____