



**STOCK AND SHARES LTD.**  
**THE NEW SIGN OF SUCCESS...**

# **DJS STOCK AND SHARES LIMITED**

## **20TH ANNUAL REPORT**

### **2013-2014**

**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.  
Yes Bank Limited

**HEAD OFFICE**

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

**REGISTERED OFFICE**

"Visweawram", 132 West Venkataswamy Road,  
Ground Floor, R.S. Puram  
Coimbatore - 641002, Tamil Nadu  
Tel: +91-422-2544551. Fax: +91-422-2544553

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Twentieth Annual General Meeting (AGM) of the Shareholders of the Company will be held on Tuesday, 30<sup>th</sup> September, 2014 at 9.30 A.M. at Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002 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, 2014, and Schedules thereto, together with the Auditor's Report & the Reports of the Directors thereon.
2. To consider the re-appointment of Mr. Devendra Kumar sharma, as director, who is retiring by rotation in terms of section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider the re-appoint of Mr. Om Prakash Kishanlal Bohra, as director, who is retiring by rotation in terms of section 152 of the Companies Act, 2013 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**

**Pratik Bhatt  
Managing Director**

**Date: 05.09.2014  
Place: Mumbai**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED.
2. A proxy to be valid should be duly filed in and affixed with requisite stamp and lodged with the Company's Registered Office at least 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 29, 2014 to September 30, 2014 (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: 05.09.2014  
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. Kalpesh Ramchandra Madhvi
Date of Birth	17.07.1974
Nationality	Indian
Dale of Appointment	13.12.2010
Qualification	B. Com
Chairman /Director of other Companies (excluding private & foreign companies)	
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

Name of Director	Mr. Om Prakash Kishanlal Bohra
Date of Birth	01.06.1953
Nationality	Indian
Dale of Appointment	13.12.2010
Qualification	F. Y. B. Com
Chairman /Director of other Companies (excluding private & foreign companies)	Malar Shareshoppe Limited
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	NIL

**DIRECTORS' REPORT**

To,  
The Members,

Your Directors have pleasure in presenting the 20<sup>th</sup> Annual Report and the Audited Statements of Accounts of the Company for the year ended 31st March, 2014.

**FINANCIAL RESULTS**

Particular	Year ended 31 <sup>st</sup> March, 2014 Rupees	Year ended 31 <sup>st</sup> March, 2013 Rupees
Total Income / (Loss) From Operation	83,16,137	1,00,17,828
Less: Expenses	61,70,838	82,37,924
Profit / (Loss) before Tax	21,45,299	17,79,904
Less: Provision for Taxation	4,41,000	3,40,000
Provision for Deferred Tax Liabilities	3,75,667	NIL
Profit / (Loss) after Tax	13,28,632	14,39,904

**REVIEW OF OPERATIONS**

During the year under review your Company has performed reasonably well. The total income of the Company was Rs. 83,16,137/- as compared to Rs. 1,00,17,828/- during the previous year. The Net Profit after tax was at Rs. 13,28,632/- as compared to Rs. 14,39,904/- during the previous year. Your Directors are hopeful of much better performance during the current year.

**DIVIDEND**

To deploy the resources in the more meaningful manner, your directors abstain from declaring any dividend for the year.

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed and no material departures from the same;

- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company as at March 31, 2014 and of the loss of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

### **DEPOSITS**

The company has not accepted any fixed deposit from the public within the meaning of Section 58A of Companies Act, 1956 and the rules made there under.

### **DIRECTORATE**

In Accordance with Articles of Associations of the Company Mr. Kalpesh R. Madhvi and Mr. Manoj more, Directors of the company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

### **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.

### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, require disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company at present not carrying out any manufacturing activities hence disclosure regarding energy conservation etc. are not applicable.

### **EARNING AND OUTGO IN FOREIGN EXCHANGE**

The Company has neither incurred any expenditure nor earned any income in foreign exchange.

**PARTICULARS OF EMPLOYEES**

As there were no employees drawing remuneration more than the limit prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of the employees) Rules 1975, as amended from time to time, statement under section 217(2A) is not annexed.

**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.

**AUDITORS**

M/s P. Mahendran, Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible is appointed for the next year.

As regards the Auditor's Qualification regarding outstanding statutory dues as on the Balance Sheet date for a period exceeding six months, it was due to some oversight and since then same have been paid.

**ACKNOWLEDGEMENTS:**

The Directors have pleasure to place on record their appreciation for the valuable co-operation and assistance by the Company's Bankers, Associates, Investors and Employees.

**REGISTERED OFFICE:**

VISWEAWARAM,  
132 WEST VENKATASAMY ROAD,  
GROUND FLOOR R S PURAM  
COIMBATORE TAMIL NADU-641002  
Date : 30/05/2014

**FOR AND ON BEHALF OF THE BOARD**

Pratik Bhatt (DIN 00655368) (Director)	Devendra Sharma (DIN 02799986) (Director)
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## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY 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 organization. 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 2013-14. 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

### 2. BOARD OF DIRECTORS

#### (i) Composition of Board, Directorships and Committees position held in other Companies as at 31<sup>st</sup> March, 2014

##### a) Composition

Company's policy is to maintain optimum combination of executive and non executive Directors. The Board of Directors of the company is comprised of seven directors.

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside Committees#	
			As Chairman	As Member
Mr. Pratik Sudhir Bhatt	Managing Director cum Chairman	1	None	None
Mr. Omprakash Bohra	Professional Executive Director	2	None	None
Mr. Manoj Kumar More	Non-Executive Independent Director	8	None	None
Mr. Devendra Kumar Sharma	Non-Executive Independent Director	1	None	None
Mr. Avinash Kumar	Non-Executive Independent Director	Nil	None	None
Mr. Sunil Sharma	Non-Executive Independent Director	Nil	None	None
Mr. Kalpesh Madhvi	Non-Executive Independent Director	Nil	None	None

# Only three Committees viz. Audit Committee, shareholders' Grievance Committee and Remuneration committee are considered for this purpose

#### b) Board Procedure

The Agenda is prepared in consultations with the Chairman of the Board of Directors and the Chairman of the other Committees. The Agenda for the meeting of the Board and its committees, together with the appropriate supporting documents, are circulated well in advance of the meetings.

Matter discussed at Board Meeting generally related to company's investments and its performance, evaluation and advisability or otherwise their continuity, quarterly results of the company, review of reports of the audit committee and compliance with their recommendations, suggestions, new investments proposals, non compliance of any regulatory, statutory or listing requirements.

**C) Attendances of Directors at meetings**

(Attendance of Directors in meetings held during the financial year 2013-2014.)

Sr. No.	Nature & date of meetings	Name of Directors						
		Mr. Pratik Bhatt	Mr. Omprakash Bohra	Mr. Manoj More	Mr. Devendra Sharma	Mr. Avinash Kumar	Mr. Sunil Sharma	Mr. Kalpesh Madhvi
1	Board on 29.05.2013	Present	Present	Present	Present	Present	Present	Present
2	Board on 14.08.2013	Present	Present	Present	Present	Present	Present	Present
3	Board on 02.09.2013	Present	Present	Present	Present	Present	Present	Present
4	Board on 14.11.2013	Present	Present	Present	Present	Present	Present	Present
5	Board on 27.11.2013	Present	Present	Present	Present	Present	Present	Present
6	Board on 27.12.2013	Present	Present	Present	Present	Present	Present	Present
7	Board on 14.02.2014	Present	Present	Present	Present	Present	Present	Present
8	Agm on 30.09.2013	Present	Present	Present	Present	Present	Present	Present

None of the Directors are nominee of any Institutions

**3. AUDIT COMMITTEE****(i) Composition Name of Members and Chairman**

The Audit Committee is comprised of one executive and three non-executive independent directors. During the financial year ended 31.03.2014, four Committee Meetings were held on 29<sup>th</sup> May, 2013, 14<sup>th</sup> August, 2013, 14<sup>th</sup> November, 2013 & 14<sup>th</sup> February, 2014. The composition of the Audit Committee is as follows:-

Sr. No	Members	Meetings Attended
1	Mr. Pratik Bhatt	4
2	Mr. Avinash Kumar	4
3	Mr. Kalpesh Madhvi	4
4	Mr. Sunil Sharma	4

**(ii) Terms of Reference**

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 292A of the Companies Act, 1956. In Brief the powers and responsibilities are:

- Recommending the appointment/removal of Statutory Auditors, fixations of Auditors remunerations and also approval of payments for any other services

- Reviewing with management the financial statements before submission of the same to the Board
  - Overseeing of Company's financial reporting process and disclosure of its financial information's to ensure that the financial statement is correct, sufficient and credible.
  - Reviewing the adequacy of internal control systems & audit function in the company.
  - Reviewing the company financial risk management policies.
  - Discussing with Statutory Auditors, any significant finding in their reports and follow up thereon and reviewing the reports furnished by them
- (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/ rules and/or as and when felt necessary)
- (a) The Statutory Auditors viz. M/s P. Mahendran.
- (iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30<sup>th</sup> September, 2013 and provided clarifications to the members of the Company on the matters relating to Accounts and finance.
- (v) An Audit-Committee meeting was held on 29<sup>th</sup> May, 2013 where the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2013 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly/Half Yearly Un-Audited Financial Results on the following dates before recommending the same to the Board.

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 <sup>st</sup> March, 2013	29-05-2013
Quarter ended 30 <sup>th</sup> June, 2013	14-08-2013
Quarter/Half Year ended 30 <sup>th</sup> Sept. 2013	14-11-2013
Quarter ended 31 <sup>st</sup> December, 2013	14-02-2014

#### 4. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the notification of the Companies Act, 2013, The Remuneration Committee has been re-constituted vide Board meeting dated May 30, 2014 to be known as and to do the functions of Nomination and Remuneration Committee. The Committee comprised of three non-executive independent directors as follows:-

Sr. No	Members
1	Mr. Avinash Kumar
2	Mr. Kalpesh Madhvi
3	Mr. Sunil Sharma

**5. SHAREHOLDERS COMMITTEE**

- (i) The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other Shareholder related issues headed by Mr. Avinash Kumar, Non-Executive Independent Director of the Company. The Committee met twice during the year.
- (ii) The Company also has a 'Shareholders/Investors Grievance Committee' headed by Mr. Avinash Kumar, a Non-Executive Independent Director to specifically look into redressing of Shareholders' and Investors' complaints.

Mr. Pratik Sudhir Bhatt has been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the Listing Agreement with the Stock Exchange, Mumbai.

- (iii) Number of Shareholders' complaints received during the year : Nil
- Number not solved to the satisfaction of the Shareholders : Nil
- Number of pending share Transfers : Nil

**6. (i) DETAILS OF GENERAL MEETING**

Financial Year	Date of the meeting	Venue	Time
2010-2011	30-09-2011	Annai Velankani, Community Hall, 72, Annai Velankani Nagar, Sowripalyam, Coimbatore, Tamil Nadu - 641 028.	9.30 a.m.
2011-2012	29-09-2012	Rajasthani Sangh, Seminar Hall, D. B. Road, R. S. Puram, Coimbatore, Tamil Nadu - 641 002.	9.30 a.m.
2012-2013	30-09-2013	Shri Krishna Hall, VKL Nagar Road, NR. Priyamangal Towers, Mettupalayam Road, Thudiyalore, Coimbatore, Tamil Nadu - 641 034.	9.30 a.m.

- (ii) No Postal Ballot was put through during the last year as well as year 2013-14 and as of now there is no proposal pending for passing any resolution through Postal Ballot in the ensuing Annual General Meeting.

## 7. DISCLOSURES :

Disclosure on materially significant related party transactions.	There were no materially significant related party transactions i.e. transactions of material nature with its promoters, directors or the management or relatives etc. during the year that may have potential conflict with the interests of the Company at large.
Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	None
Reconciliation of Share Capital Audit	Reconciliation of Share Capital Audit was carried out by a practicing firm of Company Secretaries. The audit confirms that the total issued/paid capital of the Company is in agreement with the total number of shares in physical form.

## 8. MEANS OF COMMUNICATION :

Half yearly report sent to each household of Shareholder	No
Financial Results	The financial results were declared during the year for each quarter.
Whether Management Discussion and Analysis Report is a part of Annual Report or not	Yes

## 9. GENERAL SHAREHOLDERS INFORMATION

(i)	<b>Next AGM:</b>		
	Date	Time	Venue
	30-09-2014	9.30 p.m.	Rajasthani Sangh, Seminar Hall, D.B. Road, R S Puram, Coimbatore, Tamilnadu 641002
(ii)	Next Dates of Book Closure :		29 <sup>th</sup> September, 2014 to 30 <sup>th</sup> September, 2014(both days inclusive)

(iii)	Dividend Payment Date	:	Not Applicable
(iv)	Listing on Stock Exchanges	:	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai – 400 001.
(v)	Stock Code	:	511636
(vi)	ISIN No. for the Company's Equity Share in Demat Form	:	INE234E01019
(vii)	Depository Connectivity	:	None.
(viii)	Stock Market Data		
	Monthly highs and lows of the shares of DJS Stocks And Shares Limited during the year 2013-14:		
	<b>Month</b>	<b>Bombay Stock Exchange Limited</b>	
		<b>High (Rs.)</b>	<b>Low (Rs.)</b>
	April, 2013	0.98	0.74
	May, 2013	1.00	0.74
	June, 2013	0.75	0.58
	July, 2013	0.72	0.59
	August, 2013	0.70	0.67
	September, 2013	0.70	0.64
	October, 2013	0.70	0.58
	November, 2013	0.73	0.54
	December, 2013	0.70	0.61
	January, 2014	0.64	0.60
	February, 2014	0.61	0.61
	March, 2014	0.61	0.58
(ix)	<b>Registrar &amp; Transfer Agents:</b> The Company has Purva Sharegistry (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 Sharegistry (India) Private Limited. The Work related to dematerialization / rematerialization is handled by Purva Sharegistry (India) Private Limited, through its connectivity with National Securities Depository Limited and Central Depository Services (India) Limited.		

(x) **Share Transfer System:** Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, 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.

(xi) **Registrar and Transfer Agent :** 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 Number : 022-23018261/6761

(xii) **DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2014**

(a) According to Category holdings

Category	No. of Shareholders	% of total Shareholders	No. of Shares	% of shareholding
Promoters	3	0.12	42130500	55.83
Public Holdings:				
Body Corporates	71	2.87	7711268	10.22
Individuals	2338	94.66	24666074	32.69
Others	58	2.35	948158	1.26
Total	2470	100	75456000	100

(b) According to Number of Equity Shares

No. of Equity Shares held	No. of shareholders	% of total shareholders	No. of shares	% of shareholding
Upto 5000	1852	74.98	3434409	4.55
5001 to 10000	237	9.60	1716021	2.27
10001 to 20000	148	5.99	2086723	2.76
20001 to 30000	64	2.59	1548381	2.05
30001 to 40000	47	1.90	1694415	2.25
40001 to 50000	28	1.13	1258696	1.67
50001 to 100000	38	1.54	2720367	3.61
Above - 100001	56	2.27	60996988	80.84
Total	2470	100.00	75456000	100.00



## (xiii) Dematerialization of Shareholding and liquidity :

During 2013-14, 2,29,500 Shares were dematerialized. Distribution of shares as on 31<sup>st</sup> March, 2014 is as follows :

	As on 31.03.2014		As on 31.03.2013	
	No. of Shares	% of total Shareholding	No. of Shares	% of total Shareholding
Physical	4669500	6.19	4899000	6.49
Demat:				
NSDL	11179038	14.81	15603102	20.68
CDSL	59607462	79.00	54953898	72.83
<b>Sub Total</b>	<b>70786500</b>	<b>93.81</b>	<b>70557000</b>	<b>92.51</b>
<b>Total</b>	<b>75456000</b>	<b>100.00</b>	<b>75456000</b>	<b>100.00</b>

(xv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity Not Applicable

**10. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:**

The Auditors Certificate on compliance of clause 49 of the listing Agreement relating to Corporate Governance is published as an annexure to the Directors Report.

**11. DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:**

The Board has formulated a code of conduct for the Board members of the Company. It is hereby affirmed that all the directors have complied with the code of conduct framed by the company and a confirmation to that effect has been obtained from the Directors of the Company.

**12. REVIEW OF GOVERNANCE PRACTICES:**

We have in this report attempted to present the governance practices and principles being followed at the Company, as evolved over the years, and as best suited to the needs of our business and stakeholders, Our discussion and governance practices are continually revisited, reviewed and revised to respond to dynamic needs of our business and ensure that our standards are at par with recognized practices of governance, so as to meet the expectations of our entire stakeholder.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMEBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the company has adopted a "Code of Conduct" for all the Board members and senior management of the company.

I confirm that Company has in respect of the financial year ended 31<sup>st</sup> March 2014, received from the Board Member & Senior Management personnel of the company a declaration of compliance with the "Code of Conduct" as applicable to them.

**FOR AND BEHALF OF THE BOARD**

**PRATIK BHATT  
(DIN 00655368)  
DIRECTOR**

**PLACE: Mumbai  
DATED: 30-05-2014.**

## 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. 83,16,137 as compared to Rs. 1,00,17,828 in the previous year. As a result the Company has incurred a net profit after tax of Rs. 13,28,632 as compared to Rs. 14,39,904 in the previous year. However the income from operations has decreased to Rs. 82,03,426 as compared to that of Rs. 99,14,927 in the previous year. The new management has been able to improve upon the operating revenue of the Company and 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**

**Date: 30-05-2014.**

**Place: Mumbai**

**Pratik S. Bhatt  
Managing Director**

**CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATE**

I, Mr. Pratik Sudhir Bhatt, Chief Finance Officer and Director of the Company hereby certify that:

- a. I have reviewed the financial and cash flow statements for the year ended March 31, 2014 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, 2014 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: 30-05-2014**  
**Place: Mumbai**

## **AUDITORS COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

**To the members of DJS STOCK AND SHARES LIMITED**

I have reviewed the compliance of conditions of Corporate Governance by DJS Stock and Shares Limited for the year ended 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, i certify that the Company has complied with the conditions of Corporate Governance in all material respect as stipulated in the above mentioned listing agreement.

I state that there were no investor grievance(s) pending for a period exceeding one month against the company as per the report given by the Registrars of the Company and placed before the Investor Grievance Committee.

I further state that 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.

**For P Mahendran  
Chartered Accountants  
M. No. 029194**

**Place: Mumbai  
Date: 30/05/2014**

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**DJS Stock and Shares Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of **DJS Stock and Shares Limited** which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss 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 notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements read with and subject to notes thereon 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:

In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

In the case of the Statement of Profit and Loss of the Profit for the year ended on that date; and

In the case of Cash Flow Statement of the cash flows of the Company for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. This report includes a statement on the matter specified in paragraph 4 of the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956; we 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, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) The Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
  - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**Place: Mumbai**  
**Date: 30/05/2014**

**For P. Mahendran**  
**Chartered Accountants**  
**M. No. 029194**



**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in Paragraph (1) of our Report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
- (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
- (ii) (a) As explained to us, inventories of shares held in dematerialised form are verified from the statement received from the depository participant and those held in physical mode have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, 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 our opinion and on the basis of our 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.
- (iii) (a) According to the information and explanations given to us and on the basis of our 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.
- (e) According to the information and explanations given to us and on the basis of our 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.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to purchases of fixed assets and for the sale of services.

In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.

- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts and arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 500,000/- in respect of any party during the year, have been made at prices/rates which are reasonable having regard to the prevailed market prices at the relevant time.
- (vi) As per information & explanations given by the management, The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
- (vii) 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.
- (viii) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act, and therefore this clause is not applicable to the company.
- (ix) (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. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2014 for a period of more than six months from the date they became payable other than a sum of Rs. 17,138/- towards tax deducted at source and Rs. 3600/- towards profession tax.
- (b) According to the information and explanations given to us, 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.
- (x) The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund, nidhi or mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- (xiv) The company is dealing in shares, securities, debentures and other investments and proper records have been maintained of the transactions and contracts and timely entries have been made therein also the shares and securities have been held by the company, in its own name.
- (xv) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution. Accordingly, Clause 4(xv) of the Order is not applicable.
- (xvi) The company has not raised any term loans during the year. Accordingly, Clause 4(xvi) of the order is not applicable.
- (xvii) Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
- (xviii) Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by way of public issues during the year.
- (xxi) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For P Mahendran**  
**Chartered Accountants**  
**M. No. 029194**

**Place: Mumbai**  
**Date: 30/05/2014**

## BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note no.	Figure as at 31st March, 2014		Figure as at 31st March, 2013	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' funds</b>					
(a) Share Capital	2.1	75,456,000		75,456,000	
(b) Reserves and Surplus	2.2	45,610,550		44,281,918	
			121,066,550		119,737,918
<b>(2) Current Liabilities</b>					
(a) Trade Payables	2.3	75,157,553		55,863,724	
(b) Other Current Liabilities	2.4	526,813		545,869	
(c) Short-Term Provisions	2.5	2,876,559		2,435,559	
			78,560,925		58,845,151
<b>TOTAL</b>			<b>199,627,475</b>		<b>178,583,069</b>
<b>II. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Fixed Assets	2.6				
Tangible assets		1,036,762		1,153,880	
Intangible assets		586,417		810,482	
(b) Non Current Investments	2.7	10,471,547		76,143,077	
(c) Deferred Tax Assets (Net)		293,283	12,388,009	668,950	78,776,389
<b>(2) Current assets</b>					
(a) Inventories	2.8	90,002,853		3,066,969	
(b) Trade Receivables	2.9	14,116,057		6,480,039	
(c) Cash and cash equivalents	2.10	4,303,203		644,079	
(d) Short-Term Loans and Advances	2.11	70,920,119		85,900,918	
(e) Other Current Assets	2.12	7,897,235		3,714,676	
			187,239,466		99,806,681
<b>TOTAL</b>			<b>199,627,475</b>		<b>178,583,069</b>

Notes referred above form an integral part of the financial statements

For DJS Stock and Shares Limited

As per my report even date

(Pratik Bhatt) (Devendra Sharma)  
(DIN 00655368) (DIN 02799986)  
(Director) (Director)

P. Mahendran  
Chartered Accountants  
M. No. 029194

Place : Mumbai  
Date : 30/05/2014

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Sr. No.	Particulars	Note No.	Figure as at 31st March, 2014	Figure as at 31st March, 2013
I.	Revenue from operations	2.13	8,203,426	9,914,927
II.	Other income	2.14	112,711	102,901
III.	<b>Total Revenue (I + II)</b>		<b>8,316,137</b>	<b>10,017,828</b>
IV.	Expenses:			
	Employee Benefits Expenses	2.15	2,437,143	1,289,082
	Finance Cost	2.16	862,633	13,497
	Depreciation and amortization Expenses	2.17	353,183	414,350
	Other Administrative Expenses	2.18	2,517,879	6,520,996
	<b>Total Expenses</b>		<b>6,170,838</b>	<b>8,237,924</b>
V.	<b>Profit before tax (III-IV)</b>		<b>2,145,299</b>	<b>1,779,904</b>
VI.	Tax expense:			
	Current Tax		441,000	340,000
	Deferred Tax		375,667	-
			816,667	340,000
VII.	<b>Profit (Loss) for the period after Tax (V-VI)</b>		<b>1,328,632</b>	<b>1,439,904</b>
VIII.	Earnings per equity share:		0.02	0.02

Notes referred above form an integral part of the financial statements

As per my report even date

P. Mahendran  
Chartered Accountants  
M. No. 029194

Place : Mumbai .  
Date : 30/05/2014

For DJS Stock and Shares Limited

(Pratik Bhatt) (Devendra Sharma)  
(DIN 00655368) (DIN 02799986)  
(Director) (Director)

**NOTES TO ACCOUNTS****1. Basic of Accounting**

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

**2. Revenue and Transaction Recognition**

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

**3. 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.

**4. Inventory**

Sr. No.	Name of Securities	No. of Share	Amount
1	Shree Nath Commercial & Finance Limited	14,680	122,138
2	Maa Jagdambey Tradelinks Limited	28,625	1,615,593
3	Sunrise Asian Limited	178,675	87,535,222
4	Nexus Commodities & Technologies Limited	243,300	729,900
	<b>TOTAL</b>	<b>465,280</b>	<b>90,002,853</b>

The securities available on hand as on 31-03-2014 where valued at cost or market prices whichever is lower.

**5. Related Party Disclosure:**

Name of Related parties and description of relationship

Key Management Personnel : Mr. Pratik Bhatt, Managing Director Director  
 : Mr. Omprakash Bohra, Professional Executive Director  
 : Mr. Manoj Kumar More, Non-Executive Independent Director  
 : Mr. Devendra Sharma, Non-Executive Independent Director  
 : Mr. Avinash Kumar, Non-Executive Independent Director  
 : Mr. Sunil Sharma, Non-Executive independent Director  
 : Mr. Kalpesh Madhvi, Non-Executive Independent Director

**Managerial Remuneration:**

	31.03.2014	31.03.2013
	Rs.Lakhs	Rs.Lakhs
Salary	0.30	1.2

**6. 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.

**7. Investment**

Investments represents the following shares at acquisition cost

**Quoted Equity Share Investment as on 31-03-2014**

Sr. No.	Name of Securities	No. of Share	Amt. Cost
1	Sampada Chemicals Limited	14,675	1,947,606
2	Confidence Finance and Trading Limited	197,547	6,244,868
3	Esaar (India) Limited	9,000	523,434
4	Out of City Travel Solutions Limited	19,000	1,755,639
	<b>TOTAL</b>	<b>240,222</b>	<b>10,471,547</b>

**8. Contingent Liabilities**

	<b>31.03.2014</b>	<b>31.03.2013</b>
Bank Guarantee	6,00,00,000	Nil

**9. No employee is eligible for Gratuity.****10. Auditor's Remuneration:**

	<b>31.03.2014</b>	<b>31.03.2013</b>
Audit Fee	25,000	25,000
Tax Audit Fee	15,000	15,000

**11. 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	15,789,945	20.93
Malar Share Shoppe Limited	10,526,625	13.95
BK Dyeing & Printing Mills Private Limited	15,813,930	20.96

**12. 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.

**13. 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.

Opening Deferred Tax Assets	668950
Less: Deferred Tax Liabilities on account of difference in depreciation as per books and as per income tax and on account reversal of brought forward losses and unabsorbed depreciation.	375667
Closing Deferred Tax Assets	293283

**14. Previous year figures**

Previous year figures have been regrouped or rearranged wherever found necessary.

## NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

Particular	Figure as at 31st March, 2014		Figure as at 31st March, 2013	
	Nos.	Rs.	Nos.	Rs.
<b>2.1. Share capital</b>				
<b>(a) Authorised Share Capital</b>				
Equity Shares of Rs.1 each :	100,000,000	100,000,000	10,000,000	100,000,000
	100,000,000	100,000,000	10,000,000	100,000,000
<b>(b) Issued and Subscribed</b>				
Equity shares of Rs.1				
each fully paid up	75,456,000	75,456,000	75,456,000	75,456,000
	75,456,000	75,456,000	75,456,000	75,456,000

(c) The Company has only one class of shares referred to as equity shares having par value of Rs. 1/-. Each holder of equity shares entitled to one vote per share.

(d) During the year ended 31st March, 2014 the Board has not proposed any dividend. (Previous year : Nil)

(e) Reconciliation of number of shares	No. of Shares	No. of Shares
Shares at the beginning of the year	75,456,000	50,304,000
Add : Bonus Shares issued during the year	-	25,152,000
Outstanding shares at the year end	<u>75,456,000</u>	<u>75,456,000</u>

(f) Shares held by each shareholder holding more than 5% of the shares

	Nos.	%	Nos.	%
BK Dyeing Printing Mills Private Limited	15,813,930	20.96	15,813,930	20.96
Shriman Stock Management Pvt. Ltd.	15,789,945	20.93	15,789,945	20.93
Malar Share Shoppe Limited	10,526,625	13.95	10,526,625	13.95
	<u>42,130,500</u>		<u>42,130,500</u>	

**Note 2.2 : RESERVES & SURPLUS**

(a) Surplus - Profit & Loss account

Opening balance	44,281,918	67,994,014
Add : Net Profit/(Net Loss) for the current period	1328632	1,439,904
Less : Utilised for issue of Bonus Shares	-	(25,152,000)
<b>Total</b>	<u>45,610,550</u>	<u>44,281,918</u>

**Note 2.3 : TRADE PAYABLES**

For Client Margin Account	68,904,947	50,667,730
For Services and Expenses	6,252,607	5,195,993
	<u>75,157,553</u>	<u>55,863,724</u>



Particular Figure as at  
31st March, 2014 Figure as at  
31st March, 2013

**Note 2.4 : OTHER CURRENT LIABILITES**

(a) Other payables	473,938	409,634
(b) Current Account -Temporary Overdrawn	52,875	136,235
	<u>526,813</u>	<u>545,869</u>

**Note 2.5 : SHORT TERM PROVISIONS**

Provision for Income Tax	2,876,559	2,435,559
	<u>2,876,559</u>	<u>2,435,559</u>

**Note 2.6 : FIXED ASSETS**

Depreciation	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April, 2013	Additions	Deductions	As at 31st March, 2014	Up to 31st March, 2013	For the year	Deduction	Up to 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
<b>Tangible Fixed Assets</b>										
Furniture & Fixtures	1,511,884	-	-	1,511,884	761,449	95,702	-	857,151	654,733	750,435
Office Equipments	524,380	-	-	524,380	377,948	33,192	-	411,140	113,240	146,432
Computers	9,801,423	12,000	-	9,813,423	9,544,410	224	-	9,544,634	268,789	257,013
<b>Total (A)</b>	<b>11,837,687</b>	<b>12,000</b>	<b>-</b>	<b>11,849,687</b>	<b>10,683,807</b>	<b>129,118</b>	<b>-</b>	<b>10,812,925</b>	<b>1,036,762</b>	<b>1,153,880</b>
<b>Intangible Fixed Assets</b>										
Computer Software	1,382,262	-	-	1,382,262	571,780	224,065	-	795,845	586,417	810,482
<b>Total (B)</b>	<b>1,382,262</b>	<b>-</b>	<b>-</b>	<b>1,382,262</b>	<b>571,780</b>	<b>224,065</b>	<b>-</b>	<b>795,845</b>	<b>586,417</b>	<b>810,482</b>
<b>TOTAL (A)+(B)</b>	<b>13,219,949</b>	<b>12,000</b>	<b>-</b>	<b>13,231,949</b>	<b>11,255,587</b>	<b>353,183</b>	<b>-</b>	<b>11,608,770</b>	<b>1,623,179</b>	<b>1,964,362</b>
Previous Year	13,213,964	5,985	-	13,219,949	10,841,237	414,350	-	11,255,587	1,964,362	2,372,727

**Note 2.7 : NON-CURRENT INVESTMENTS**

Investment in Equity Shares (At Cost)

- Quoted Shares	10,471,547	40,843,077
- Unquoted Shares	-	35,300,000
	<u>10,471,547</u>	<u>76,143,077</u>

**Note 2.8 : INVENTORIES**

Shares (At Lower of cost or Market Value)	90,002,853	3,066,969
	<u>90,002,853</u>	<u>3,066,969</u>

Particular	Figure as at 31st March, 2014	Figure as at 31st March, 2013
<b>Note 2.9 : TRADE RECEIVABLES</b> (Secured or Unsecured, Considered Good or Doubtful)		
(a) Debts outstanding for over six months from them date they are due for payment	-	-
(b) Other Debts :	14,116,058	6,480,040
	<u>14,116,058</u>	<u>6,480,040</u>
<b>Note 2.10 : CASH AND CASH EQUIVALENTS</b>		
(a) Cash and Cash Equivalent		
(i) Balances with Banks	4,265,633	639,805
(ii) Cash on hand	37,570	4,274
	<u>4,303,203</u>	<u>644,079</u>
<b>Note 2.11 : SHORT TERM LOANS AND ADVANCES</b> (Secured or Unsecured, Considered Good or Doubtful)		
(a) Other Loans and Advances (Advance recoverable in cash or kind or for value to be received)	-	3,950,000
(b) Security Deposit	70,920,119	81,950,918
	<u>70,920,119</u>	<u>85,900,918</u>
<b>Note 2.12 : OTHER CURRENT ASSETS</b>		
(a) Others	4,039,001	339,306
(b) Receivable with Government Authorities	3,858,234	3,375,370
	<u>7,897,235</u>	<u>3,714,676</u>

Particular	Figure as at 31st March, 2014	Figure as at 31st March, 2013
<b>Note 2.13 : REVENUE FROM OPERATIONS</b>		
Operational Income	8,362,224	8,242,519
<u>Profit on Trading</u>		
Sales	9,861,560	
Less : <u>Cost of Sales</u>		
Opening Stock	3,066,969	
Add : Purchase of Shares	96,986,518	
Less : Closing Stock	<u>90,002,853</u>	
	10,050,635	(189,074)
Income from Capital Gain	30,277	1,672,408
	<u>8,203,426</u>	<u>9,914,927</u>
<b>Note 2.14 : OTHER INCOME</b>		
Other Income	112,711	102,901
	<u>112,711</u>	<u>102,901</u>
<b>Note 2.15 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries	2,297,284	1,231,188
Staff Welfare Expenses	139,859	57,894
	<u>2,437,143</u>	<u>1,289,082</u>
<b>Note 2.16 : FINANCE COST</b>		
Banks and Clearing Charges	780,021	8,436
Interest Expenses	82,613	5,060
	<u>862,633</u>	<u>13,497</u>
<b>Note 2.17 :</b>		
<b>DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation	353,183	414,350
	<u>353,183</u>	<u>414,350</u>
<b>Note 2.18 :</b>		
<b>OTHER ADMINISTRATIVE EXPENSES</b>		
Conveyance & Travelling Expenses	20,709	32,282
Demat Charges	21,571	18,407
Electricity Expenses	161,183	166,870
Office Expenses	93,768	209,075
Payment to Auditors	40,000	40,000
Printing & Stationary Expenses	42,013	266,960
Professional Fees	370,040	3,967,446
Rent, Rate & Taxes	45,400	60,100
Repairs & Maintenance	483,439	498,509
SEBI Turnover Tax	26,176	52,331
Stock Exchange Expenses	1,102,719	956,909
Telephone and Postage Expenses	110,861	252,106
	<u>2,517,879</u>	<u>6,520,996</u>

**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 seventeenth Annual General Meeting of the Company to be held on September  
30, 2014 at Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002 and  
any adjournment thereat.

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 28th September, 2014.

**DJS STOCK AND SHARES LIMITED**

**ATTENDANCE SLIP**

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

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

I hereby record my presence at the Twentieth Annual General Meeting of the Company held at, Rajasthani Sangh, Seminar Hall, D. B. Road, R S Puram, Coimbatore -641002, on 30th day of September, 2014.

**Full name of the Shareholder in BLOCK LETTER:**

**No.ofares held:** .....

**Name of the Proxy (if any) in BLOCK LETTERS:** .....

If undelivered, please return to :  
**DJS STOCK AND SHARES LIMITED**  
12B, 1st Floor, Khattau Building,  
Alkesh Dinesh Modi Marg,  
Near BSE Tower, Fort, Mumbai-400 001  
Maharashtra.