

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 21st Annual General Meeting (AGM) of the Shareholders of the Company will be held on Wednesday, 30th September, 2015 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, 2015, and Schedules thereto, together with the Auditor's Report & the Reports of the Directors thereon.
2. To consider the re-appointment of Mr. Manoj Kumar More (DIN: 00040190), 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. Kalpesh Rameshchandra Madhavi (DIN: 03323931) 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."

SPECIAL BUSINESS:

5. To consider and if thought fit, pass the following resolution, with or without modification as, an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Malti Vidur Bhatt (DIN: 00656448) who was appointed as an additional director, having been proposed to be re-appointed and having been given her consent, be and is hereby appointed as a non-executive, non-independent director on the Board of the Company, w.e.f. the date of this Annual General Meeting.

6. To consider and if thought fit, pass the following resolution, with or without modification as, a Special Resolution:

RESOLVED THAT Mr. Pratik Sudhir Bhatt (DIN: 00655368), Director of the Company, pursuant to the provisions of Section 203, of the Companies Act, 2013 and rules made

there under and subject to the applicable provisions of Articles of Association of the Company, be and is hereby appointed as a Managing Director of the Company to hold office at a salary of Rs. 10000/- per month, on terms and conditions mentioned in the Agreement to be entered into by with the Company and a copy of which is available for inspection of shareholders of the Company at the registered office of the Company during office hours, for a period of 3 years w.e.f. the date of this AGM till September 30, 2018.

Date: 02-09-2015

Place: Mumbai

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

**Sd/--
Pratik Bhatt
Director
DIN: 00655368**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. The proxy need not to be a member of the company. A blank form is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of the annual general meeting.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
3. The Register of Members and Share Transfer Registers of the Company will remain closed from September 28, 2015 to September 30, 2015 (both days inclusive).
4. Members are requested to notify change of address AND email Id, 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.

11. Members may also note that the Notice of AGM will be available on the Company's website, <http://www.djsstocks.com> the Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write us at djs2011@gmail.com if they have any queries or require communication in physical form in addition to electronic communication.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.

Date: 02-09-2015
Place: Mumbai

By the order of Board
For DJS Stock and Shares Limited

Sd/--
Pratik Bhatt
Director
DIN: 00655368

[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:

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| Name of Director | Mr. Manoj Kumar More |
| Date of Birth | 01.05.1971 |
| Nationality | Indian |
| Date of Appointment | 15.05.2011 |
| Qualification | C.A., B. Com |
| Expertise in specific functional area | Finance & Management |
| Chairman /Director of other Companies (excluding private & foreign companies) | Ken Financial Services Ltd Hilton metal Forging Ltd |
| Chairman / Member of Committees of the Boards of other Companies of which he is a Director | NIL |

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| Name of Director | Mr. Kalpesh Ramchandra Madhvi |
| Date of Birth | 17.07.1974 |
| Nationality | Indian |
| Date of Appointment | 13.12.2010 |
| Qualification | B. Com |
| Expertise in specific functional area | Finance & Management |
| Chairman /Director of other Companies (excluding private & foreign companies) | NIL |
| Chairman / Member of Committees of the Boards of other Companies of which he is a Director | NIL |

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| Name of Director | Ms. MaltiVidur Bhatt |
| Date of Birth | 17.07.1974 |
| Nationality | Indian |
| Date of Appointment | 13.12.2010 |
| Qualification | H.S.C. |
| Expertise in specific functional area | Administration |
| Chairman /Director of other Companies (excluding private & foreign companies) | Acute Consultancy Limited |
| Chairman / Member of Committees of the Boards of other Companies of which he is a Director | NIL |

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| Name of Director | Mr. Pratik Sudhir Bhatt |
| Date of Birth | 01.09.1969 |
| Nationality | Indian |
| Date of Appointment | 13.12.2010 |
| Qualification | B.Com, LLB |
| Expertise in specific functional area | Share Trading & Broking |
| Chairman /Director of other Companies (excluding private & foreign companies) | NIL |
| Chairman / Member of Committees of the Boards of other Companies of which he is a Director | Nil |