



DJS STOCK AND SHARES LIMITED

SEVENTEENTH ANNUAL REPORT 2010-2011

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

DJS Stock and Shares Limited

Board of Directors

Shri Pratik S. Bhatt
Managing Director

Shri OmPrakash K Bohra

Shri Devendra Kumar Sharma

Shri Sunil Sharma

Shri Manoj Kumar Jagdish More

Shri Nawal Bansal

Shri Avinash Kumar

Shri Kalpesh Ramchandra Madhavi

Auditors

P. Mahendran B.Sc FCA
Chartered Accountant
Coimbatore – 641018

Bankers

AXIS Bank Ltd.
Oriental Bank of Commerce Ltd.

Head Office

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

Regd. Off.:

“Visweawaram”, 132, West Venkatasamy Road,
Ground Floor, RS P'uram, Coimbatore – 641001.
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Notice to Share Holders

Notice is hereby given that the Seventeenth Annual General Meeting of the shareholders of the Company will be held on Tuesday the 27th day of September, 2011 at 9.00 A. M. at Annai velankanni community Hall 72, Annai Velankanni Nagar, Sowripalayam, Coimbatore, Tamil Nadu - 641 028 the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31-03-2011 with Schedules, the Profit and Loss Account for the year ended on that date together with schedules, the Auditor's Report & the Reports of the Directors thereon.
2. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. P. Mahendran, Chartered Accountant, (Membership No. 29194), the retiring Auditors of the Company be and are hereby re-appointed as Auditor of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be fixed by the Board of Directors."

The present retiring auditor, Mr. P. Mahendran, Chartered Accountant, has expressed his willingness to continue in office. Certificate has been obtained from him that re-appointment, if made, will be in accordance with the limits specified in sub section (1B) of Section 224 of the Companies Act, 1956.

SPECIAL BUSINESS:

1. To consider and if thought fit, pass the following resolution with or without modification as an ordinary resolution:
 1. RESOLVED THAT
 1. Mr. Manoj Kumar Jagdish More earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 15th May, 2011, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
 2. Mr. Nawal Bansal earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 15th May, 2011, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.



3. Mr. Om Prakash Kishan Lal Bohra earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
4. Mr. Devendra Kumar Sharma earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
5. Mr. Avinash Kumar earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
6. Mr. Sunil Sharma earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
7. Mr. Kalpesh Ramchandra Madhvi earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as a non executive and independent director on the board w.e.f 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
8. Mr. Pratik Bhatt earlier appointed as an additional director on the board in terms of Section 260 of the Companies Act, 1956 and liable to vacate his office after the conclusion of the ensuing Annual General Meeting, be and is hereby appointed as an executive director on the board w.e.f. 13th December, 2010, liable to retire by rotation in terms of Section 255 of the Act and applicable provisions of the Articles of the Company.
9. Mr. Pratik Bhatt Managing Director of the Company be and is hereby authorized to prepare, sign digitally and file with the concerned Registrar of Companies e- Form 32 with the prescribed filling fees for the appointment of abovementioned persons to give immediate effect to the above resolution

By order of the Board
For DJS Stock and Shares Limited

Pratik Bhatt
Managing Director

Place: Mumbai
Date : 15.08.2011



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 24.09.2011 to 27.09.2011 (both days inclusive).
4. Explanatory statement in terms of Section 173(2) of the Companies Act, 1956 for the special business to be conducted at the meeting is enclosed along with this notice.
5. Members are requested to notify change of address, if any, promptly in order to serve them better.
- G. Members are requested to bring their copies of the Annual Report to the Meeting.
7. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
9. A brief resume of the Directors retiring by rotation and eligible for re-appointment/ recommended for appointment, as required by Clause 49(IV)(G) of the Listing Agreement signed by the Company with the stock exchange, is given in Annexure to this notice.

By order of the Board
For DJS Stock and Shares Limited

Place: Mumbai
Date: 15.08.2011

Pratik Bhatt
Managing Director

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 FOR THE SPECIAL BUSINESS TO BE CONDUCTED AT THE MEETING:

ITEM No. 1

Mr. Manoj Kumar Jagdish More was earlier appointed as an additional director on the board w.e.f. 15.05.2011 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Manoj K. More being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

**ITEM No. 2**

Mr. Nawal Bansal was earlier appointed as an additional director on the board w.e.f. 15.05.2011 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Bansal being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 3

Mr. Om Prakash Kishanlal Bohra was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of an executive Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Bohra being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 4

Mr. Devendra Kumar Sharma was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of an executive & Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Sharma being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 5

Mr. Avinash Kumar was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Avinash Kumar being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 6

Mr. Sunil Sharma was earlier appointed as an additional director on the board w.e.f. 13.12.2011 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Sharma being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.



ITEM No. 7

Mr. Kaipesh Madhvi was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of a non-executive & independent Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Madhvi being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

ITEM No. 8

Mr. Pratik Bhatt was earlier appointed as an additional director on the board w.e.f. 13.12.2010 in the capacity of executive Director. Pursuant to the provisions of Section 260 of the Companies Act an additional director is liable to vacate his office on the date of the annual general meeting of the company first held after his appointment.

Mr. Bhatt being eligible for re-appointment is proposed to be appointed as a non-executive & Independent director on the Board. The details of his qualifications together with his field of expertise are enclosed along with this notice as a separate annexure.

By the order of Board
For DJS Stock And Shares Limited

Pratik Bhatt
Managing Director

Date: 15.08.2011
Place: Mumbai



Brief Resume of Directors seeking re-appointment and Directors recommended for appointment at the forthcoming Annual General Meeting

[In pursuance of clause 49 of the Listing Agreement]

Name of Director	Shri Manoj Kumar Jagdish More	Shri Navval Bansal
Date of Birth	01.05.1971	30.10.1971
Nationality	Indian	Indian
Date of Appointment	15.05.2011	15.05.2011
Qualification	CA	
Shareholding in DJS Stock and Shares Limited	Nil	Nil
Expertise in specific functional area	Finance & Management	Finance & Management
Chairman /Director of other Companies	Ken Financial Services Limited. Hilton Metal Forging Limited. Acquitor Financial Services Private Limited. Harivardhan Steel & Alloys Private Limited. Khattu Land and Property Traders Pvt. Ltd. Sumangal Commodities Private Limited. Sumangal Shares & Securities Pvt. Ltd. Ridhi's Hi Fashion Private Limited.	Sumangal Shares & Securities Pvt. Ltd.
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Ken Financial Services Limited. Hilton Metal Forging Limited,	Nil
Name of Director	Om Prakash Kishanlal Bohra	Devendra Kumar Sharma
Date of Birth	01.06.1983	19.08.1964
Nationality	Indian	Indian
Date of Appointment	13.12.2010	13.12.2010
Qualification	SSC	BA
Shareholding in DJS Stock and Shares Limited	Nil	Nil
Expertise in specific functional area	Share broking and trading	Finance and Management
Chairman /Director of other Companies	Malar Shareshoppe Limited	Shriman Stocks Management Private Limited

Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil	Nil
Name of Director	Avinash Kumar	Sunil Sharma
Date of Birth	02.12.1985	24.09.1986
Nationality	Indian	Indian
Date of Appointment	13.12.2010	13.12.2010
Qualification	BA	B.com
Shareholding in DJS Stock and Shares Limited	NIL	Nil
Expertise in specific functional area	Finance and Management	Finance & Management
Chairman /Director of other Companies	Nil	Nil
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil	Nil
Name of Director	Kalpesh Ramchandra Madhvi	Pratik Bhatt
Date of Birth	17.07.1974	01.09.1969
Nationality	Indian	Indian
Date of Appointment	13.12.2010	13.12.2010
Qualification	B.com	B.com
Shareholding in DJS Stock and Shares Limited	Nil	Nil
Expertise in specific functional area	Finance and Management	Share Trading and Broking
Chairman /Director of other Companies	Nil	B K Dyeing & Printing Mills Private Limited.
Chairman / Member of Committees of the Boards of other Companies of which he is a Director	Nil	Nil

By order of the Board
For DJS Stock and Shares Limited

Place: Mumbai
Date : 15th August, 2011

Pratik Bhatt
Managing Director



Directors' Report

Your Directors hereby present the Seventeenth Annual Report together with the Audited Accounts for the Period ended 31st March 2011.

FINANCIAL PERFORMANCE

Particulars	2010-11	2009-10
Income from operations	7.90	110.76
Other Income	76.26	153.74
Total Expenditure before Interest & Depreciation	43.80	252.28
Profit / Loss before Interest and Depreciation	50.94	12.22
Finance Charges	0.95	7.98
Depreciation	10.59	2.22
Profit / (Loss) before Tax	39.40	2.02
Profit / (Loss) after tax	48.72	8.16

DIVIDEND

In order to conserve the resources for long term capital requirements and future requirements, your Directors do not recommend any dividend for the year under review.

REVIEW OF OPERATIONS

The Company could achieve a profit of 48.72 lakhs in the financial year ended 2010-11 despite the adverse and volatile situation prevailing globally. There has been fall in the Income from Operations from Rs. 110.76 lakhs in 2009-10 to Rs. 7.90 lakhs in 2010-11. However with the improvement trend in the financial markets, the Company looks forward to yield better profits.

The performance of the Company, its business activities has been comprehensively covered in the Management Discussion and Analysis Report.

SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS

Mr. Prakash Devidas Shah holding 28,07,100 equity shares of Rs. 10/- each fully paid up, representing 55.80% of the total outstanding equity share capital and forming dominant group of DJS Stock and Shares Limited (hereinafter referred to as "DJS") had executed a Share Purchase Agreement (hereinafter referred to as "SPA") with B.K. Dyeing and Printing Mills Private Limited Sriman Stocks Managements Private Limited, and Malar Share Shoppe Limited (hereinafter cumulatively referred to as "Acquirers") on 17th March, 2010 to transfer the said 28,07,100 equity shares along with the control and management of DJS Stock and Shares Limited. The Acquires had also made a public announcement for an open offer dated 23rd March, 2010 for acquiring 10,06,800 Equity shares of Rs. 10/- each i.e. 20% of the paid-up capital of the Company from existing shareholders of the Company under Regulation 10 & 12 and other provisions of Chapter III and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and subsequent amendments thereof for substantial acquisition of shares and change in control. The said open offer was opened on 8th July, 2010 and was closed on 27th July, 2010.



DIRECTORS

Upon substantial acquisition of the shares of the company and management thereof by B.K. Dyeing and Printing Miii Private Limited Sriman Stocks Managements Private Limited, and Maiar Share Shoppe Limited (hereinafter cumuatiueiy referred to as "Acquirers") the Board of Directors (the Board) was reconstituted by appointment of Mr. Pratik Sudhir Bhatt as a Managing Director & Mr. Om Prakash Bohra, Mr. Devendra Kumar Sharma, Mr. Sunil Sharma, Mr. Avinash Kumar & Mr. Kaipesh Madhvi as additional directors w.e.f. 13.12.2010 & Mr. Nawal Bansal & Mr. Manoj Kumar Jagdish More as additional directors w.e.f. 15.05.2011. The existing directors Mr. Prakash D. Shah (MD) Mr. Jayanti LAI P. Shah, Mr. K Annamalai, Mr. Devendra Shah & Mr. Siddarth B. Jalan ceased to be on the Board w.e.f. 13.12.2010 & Mr. Ajay M. Gupta, Mr. Bhagwati Prasad & Mr. Sohesh Prakash Shah resigned from their offices w.e.f. 23.12.2010.. All the additional directors are eligible for re-appointment and the board recommend their re-appointment in the ensuing Annual General Meeting.

The details of the re-appointment of the aforesaid Directors together with their nature of expertise in specified functional areas and names of Companies in which they hold office as Director and / or the Chairman / Membership of Committees of Board, are provided in the notice of the ensuing Annual General Meeting.

AUDITORS

Mr. P. Mahendran (Membership No. 29194), Statutory Auditor of the Company retire at the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. Members are requested to consider their reappointment as Auditors for the financial year ending 31st March 2011 at remuneration to be decided by your Board of Directors or any Committee thereof.

DEPOSITS

The Company has not accepted any deposits within the meaning of section 58A of the Companies Act, 1956 read with Reserve Bank of India's directions for acceptance of Deposits by Non-Banking Non-Financial Companies.

STATUTORY INFORMATION

None of the employees of the company are drawing remuneration in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956, during the year under report.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors in terms of Section 217(2AA) of the Companies Act, 1956 confirm that:

- (i) All applicable accounting standards have been followed in the preparation of the annual accounts.
- (ii) Your 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 the state of affairs of the company as on 31st March 2011 and of the profit of the company for the financial year ended on that date.
- (iii) Proper and sufficient care has been taken 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 and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on going concern basis.



CONSERVATION OF ENERGY; RESEARCH & DEVELOPMENT

The information required under Section 217 (2)(e) is not applicable since it is a share Broking Company.

CORPORATE GOVERNANCE REPORT

Corporate Governance Report is enclosed.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as required under Clause 49 of the Listing Agreement with the entered with the Stock exchange, is given as a separate statement in the Annual Report.

ACKNOWLEDGEMENT

Your Directors wish to express their full appreciation for the assistance and co-operation extended to us by its bankers, its valued Clients, SEBI, Mutual Funds, The Stock Exchange, Mumbai, National Stock Exchange of India Ltd., and Financial Institutions and all others. Your Directors wish to thank the esteemed shareholders for extending their unstinted co-operation and support in the Management of the Company.

The Directors also wish to thank all the employees for their support and co-operation.

By order of the Board
For DJS Stock and Shares Limited

Place: Mumbai
Date : 15.08.2011

Pratik S. Bhatt
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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. However, economic growth exhibited signs of recovery in the financial year 2010-11. In the early 2011, the global growth momentum was moderated because of the Euro Crisis. However, the Indian markets were not that much affected by such crisis. The Indian economy revived despite the impact of a deficient monsoon on agricultural production. GDP growth for financial year 2010-11 was 7.8% as compared to 7.2% in the financial year 2009-10.

During the year, the primary market remained highly active in view of steady improving secondary market. The secondary market mirrored the recovery in the global economy and moderating financial risk. RBI too continued the accommodative monetary policy to maintain ample rupee liquidity, comfortable dollar liquidity and ensure flow of credit to productive areas of the economy.

Industry Overview

It is hearting to note that barring a few industries, the global meltdown had little bearing on most of the business sectors in India. Further to this the recovery has helped in improving economic fundamental and sustained policy support. Risk appetite has returned, Equity market has improved and capital Market is re-opened.

Review of operations

During the year the Total Income of the Company is Rs.84.15 lakhs in the previous year figure of Rs 264.50 lakhs. As a result, the profit before tax has come down Rs.39.40 Lakhs in comparison to the previous year figure of Rs. 2 lakhs. Income from client operation has reduced to Rs.7.90 lakhs in the financial year 2010-11 as compared to Rs. 110.76 lakhs in the previous year. In previous year Company was under the process of change in control and management due to takeover. On 13th May 2010 Company has received the new registration certificate from SEBI and now we are in process to start client operations and we are hopeful in the current year that income from cliental operations will increase.

Outlook 2011-12

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 the economic growth momentum and a combination of the several factors like low inflation, growing domestic saving, surging portfolio investments into India, etc. The unusual development in the global economy indicate heightened uncertainties and new challenges for the emerging market economies 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 new client segments with its service capability.

Opportunities & 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 business opportunities for our Company.

Risk and 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 Company may be affected by factors affecting capital markets 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 Systems

The Company has an adequate system of internal controls to ensure accuracy of accounting records, 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 the internal audit on a regular basis.

Cautionary Note

This report describing the Companies 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 the 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

Place: Mumbai
Date: 15.08.2011

Pratik S. Bhatt
Managing Director



REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreements entered with the Stock Exchanges)

Company's philosophy on Code of 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 utilize 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.

Board of Directors

The Board of Director comprises of total 8 members out of which 3 members are executive directors and other 5 members are non-executive Independent Directors. The composition is in conformity with the listing requirement.

The Chairman of the Board is an Executive Director and at least half of the board comprises of independent directors. The independent directors on the Board are professionals, who are senior, competent and highly respected persons from their respective fields and provide strategic direction and thrust to the operation of the Company.

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.

The composition of the Board of Directors, their attendance at the Board Meetings during the year and at the last Annual General Meeting and the number of other Directorships and Committee Memberships held by them in other Companies are given below:



Name of the Director	Category	Designation	Attendance Particulars		No. of ¹ other Directorships and ² Committee Membership/Chairmanship		
			Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Shri Pratik Bhatt	Professional	Managing Director	4	No	1	Nil	Nil
Shri Om Prakash Bohra	professional	Executive-Director	4	No	1	Nil	Nil
Shri Devendra Sharma	Professional	Executive-Director	4	No	1	Nil	Nil 1
Shri Avinash Kumar	Independent	Non-Executive Independent Director	4	No	Nil	Nil	Nil
Shri Kalpesh Madhavi	Independent	Non-Executive Independent Director	4	No	Nil	Nil	Nil
Shri Sunil Sharma	Independent	Non-Executive Independent Director	4	No	Nil	Nil	Nil
Shri Nawal Bansal	Independent	Non-Executive Independent Director	Nil		1	Nil	Nil
Shri Manoj More	Independent	Non-Executive Independent Director	Nil	No	8	2	Nil
Shri. Prakash D. Shah (Resigned w.e.f 13 th December, 2010)	Promoter	Managing Director	6	Yes	Nil	N.A.	N.A.



Shri. Jayantila P. Shah (Resigned w.e.f 13 th December, 2010)	Promoter	Director	6	Yes	1	N.A.	N.A.
Shri. Bhagawati Prasad (Resigned w.e.f 23rd December, 2010)	Independent	Non-Executive Independent Director	7	Yes	2	N.A.	N.A.
Shri. K. Annamalai (Resigned w.e.f 13 th December, 2010)	Promoter	Whole-time Director	6	Yes	Nil	N.A.	N.A.
Shri. Shohesh P. Shah (Resigned w.e.f 23rd December, 2010)	Promoter	Whole-Time Director	7	Yes	2	N.A.	N.A.
Shri. Devendra C. Shah (Resigned w.e.f 13 th December, 2010)	Independent	Non-Executive Independent Director	6	Yes	2	N.A.	N.A.
Shri. Ajay M. Gupta (Resigned w.e.f 23rd December, 2010)	Independent	Non-Executive Independent Director	7	Yes	2	N.A.	N.A.



Mr. Siddhant B. Jalan (Resigned w.e.f 13 th December, 2010)	Independent	Non-Executive Independent Director	6	Yes	1	N.A.	N.A.
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Notes:

1. Includes Directorship held in the Company and other companies excluding Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies.
2. As required under Clause 49 of Listing Agreement, disclosure includes membership or Chairmanship of Audit Committee and the Shareholders'/Investor' Grievance and Share Transfer Committee in Indian Public Companies (Listed and unlisted including of the Company).
3. During the year under review, the Board of Directors met nine times i.e 3rd May, 2010, 29th May, 2010, 30th June, 2010, 9th October, 2010, 12th November, 2010, 13th December, 2010, 20th December, 2010, 23rd December, 2010 and 7th February, 2011. The Maximum interval between any two Meetings during this period does not exceed four months.

Audit Committee

The Company has constituted an Audit Committee in the year 2007. The role, powers and functions of the Audit committee are as per guidelines stated in the Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee inter-alia are broadly as under:

1. To oversee the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible.
2. To recommend to the Board, the appointment and reappointment of Statutory Auditors, fixation of audit fees and also approval for payment of any other services.
3. To review with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement 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 related party transactions.
 - g) Qualifications in the draft audit report.



4. To review with the management, the quarterly financial statements before submission to the Board for approval.
5. To review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
6. To review the status on utilization of IPO proceeds.
7. To review the adequacy of internal control system, including the structure of the internal audit department, staffing of the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors for any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors 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.
10. 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.
11. To review the functioning of the Whistle Blower mechanism, if and when introduced.
12. Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and / or other Committee(s) of the Directors of the Company.

The Audit Committee comprises of 3 Non-Executive Independent Directors and a Managing Director. The members of the Committee possess the sound knowledge of finance & accounts. The Audit Committee invites such of the executives, as it considers appropriate to be present at the meetings of the committee.

During the year under review, the old Committee met two times on 30.06.2010, 30.09.2010.

The details of the Composition of the Committee and attendance at its meetings are given in table below:

Name of Member	Status	Category	No of meetings attended
Shri Ajay Gupta	Chairman	Independent Director	2
Shri Bhagawati Prasad	Member	Independent Director	2
Shri Devendra C. Shah	Member	Independent Director	2
Shri Shohesh P. Shah	Member	Whole Time Director	2



The new committee formed due to the change in composition of board met on 24.12.2010 and 24.03.2011.

The details of the Composition of the Committee and attendance at its meetings are given in table below:

Name of Member	Status	Category	No of meetings attended
Shri Kalpesh Madhavi	Member	Independent Director	2
Shri Sunil Sharma	Chairman	Independent Director	2
Shri Pratik Bhatt	Member	Managing Director	2

Compensation / Remuneration Committee

The Company has constituted Compensation/Remuneration Committee in the year 2007. The scope of the activities of the Compensation / Remuneration Committee is to recommend the remuneration payable to the Managing Director and Executive Director of the Company, payment of commission and sitting fees to Non Executive Directors.

During the year under review, the Committee met once on 23.12.2010

The details of the Composition of the Committee and attendance at its meeting are given in table below:

Name of Member	Status	Category	No of meetings attended
Shri Pratik Bhatt	Chairman	Managing Director	1
Shri Avinash Singh	Member	Independent Director	1
Shri Kalpesh Madhavi	Member	Independent Director	1

Stock Options:

Presently the Company does not have any practice of granting stock options. None of the Directors held any equity shares in the Company as on 31st March, 2011.

Shareholders' Investor Grievance and Share Transfer Committee

The Company has constituted the Committee in the year 2007. The Committee looks into redressal of shareholders' grievances and investors complaints like transfer of shares, non-receipt of balance sheet etc. and approves share transfers, transmission and issue of duplicate share certificates etc.

During the year 2010-11, the old Committee met once on 20.09.2010.

The details of the Composition of the Committee and attendance at its meeting are given in table below:

Name of Member	Status	Category	No of meetings attended
Shri Bhagawati Prasad	Chairman	Independent Director	1
Shri Devendra C. Shah	Member	Independent Director	1
Shri Siddharth B. Jalan	Member	Independent Director	1



While the new committee has been formed and met on 28.03.2011.

Shri Pratik Bhatt is the Compliance officer to the Committee.

The details of the Composition of the Committee and attendance at its meetings are given in table below:

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

Subsidiary Companies

There are no subsidiary Companies to this Company.

General Body Meetings

Details of Annual General Meetings held during last three years:

AGM for Financial Year ended	Date	Time	Location	Special Resolutions passed thereat
2009-2010	30.09.2010	4:30p.m.	Regd. Office: 14, Arts College Road, Coimbatore - 641018	<ul style="list-style-type: none">• NIL
2008-2009	17.08.2009	4.30 p.m.	Regd. Office: 14, Arts College Road, Coimbatore - 641018	<ul style="list-style-type: none">• Re-appointment and payment of remuneration to Shri Prakash D. Shah, Managing Director• Increase in payment of remuneration to Shri Sohesh Shah, Whole-time Director• Appointment of Shri K. Annamalai as Whole-time Director
2007-2008	30.09.2008	4.30 p.m.	Regd. Office: 14, Arts College Road, Coimbatore - 641018	<ul style="list-style-type: none">• Re-appointment of Shri Sohesh Shah as Whole-time Director• Enhancement of remuneration of Shri Prakash Shah, Managing Director



Special Resolution Passed through Postal Ballot & Voting Pattern for the Same

No special resolution was passed through Postal Ballot during 2010-2011. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

Disclosures

1) Compliance with other Mandatory Requirements:

- a) **Management Discussion and Analysis:** A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under clause 49(IV)(F) of the Listing Agreement.
- b) **Basis of related party transactions:** There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their relatives, its subsidiaries etc. that may have potential conflict with the interests of the Company at large. Transactions with related parties during the period are disclosed in the Annual Report, in accordance with the requirements of Accounting Standard AS-18.
- c) **Disclosure of Accounting Treatment:** The financial statements are prepared on accrual basis of accounting and Company complied with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
- d) **Details of non-compliance with regard to Capital Markets:** During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.
- e) **Board Disclosures - Risk Management:** The Company has laid down the requisite procedures to inform the Board Members about the risk assessment and minimization procedures.

Your Company is not in speculative trade and is investors' friendly and hence market risk is eliminated. The volatile movements in the stock market are natural and your Company had to cope with the situation. This they wish to achieve by prudent and frugal deployment of available funds to minimize loss and risk in the market.

- f) **Code of Conduct:** As required by the revised clause 49 of the Listing Agreement, the Board of Directors of the Company have adopted a Code of Conduct for all Board Members and Senior Management of the Company. The members of the Board of Directors and Senior Management have affirmed compliance of the said Code during the period under review. A declaration to this effect signed by the Managing Director of the Company is given elsewhere in the Annual Report.
- g) **CEO Certification:** A Certificate from Managing Director of the Company on the financial statements of the Company was placed before the Board.

2. Compliance with non-mandatory requirements of clause 49 of the listing agreement.

The Company has voluntarily complied with the non-mandatory requirements relating to Remuneration Committee.



Means of Communication

The quarterly/half-yearly/annual financial results of the company are announced within the stipulated period and are normally published in English and Tamil Newspapers.

General Shareholders Information

Company Registration Details	The Company is registered in the state of Tamil Nadu. The Corporate Identification Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L67120TZ1994PLC005030.
AGM : Date and Time Venue	27 th September, 2011 at 9.00 a.m. Annai Velankanni Community hall 72, Annai Velankanni Nagar, Sowripalayam, Coimbatore, Tamil Nadu - 641 028
Financial Calendar Financial Year ending <u>Results for Quarter ending :</u> 30 th June, 2010 30 th September, 2010 31 st December, 2010 31 st March, 2011 (Unaudited)	(Tentative) 31 st March, 2011 On or before 14 th August, 2010 On or before 14 th November, 2010 On 7 th February, 2011 On 15 th May, 2011
Date of Book Closure	24.09.2011 to 27.09.2011 (both days inclusive)
Dividend Payment Date	Not Applicable
Listing on Stock Exchange	Bombay Stock Exchange Limited Coimbatore Stock Exchange Limited Saurashtra Kutch Stock Exchange
Scrip Code	511636
Payment of Listing Fees	Annual listing fee for the year 2010-11 (as applicable) has been paid by the Company to the above Stock Exchanges where the equity shares of the Company are listed.
Market price Data : High , Low during each month in the financial year 2010-2011	See Table No. 1 below
Registrar and Share Transfer Agents	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai-400 011. Tel: (022) 2301 8261/2301 6761 •
Distribution of shareholding & Summary of Shareholding Pattern	See Table No. 2 & 3
Demat ISIN Numbers in NSDL & CDSL for Equity Shares	ISIN: INE234E01019
De-materialization of shares and liquidity	As on 31 st March, 2011, 92.50.% of the Company's total equity shares representing 4653200 shares were held in dematerialized form and balance 7.50% representing 377200 shares were held in physical form.
Outstanding	There were no such outstanding instruments as



Outstanding GDRS/ADRS/Warrants or any convertible instruments, conversion date and likely impact on equity

There were no such outstanding instruments as on 31st March, 2011

Address for correspondence

ADDRESS FOR CORRESPONDENCE

Registration of POA, Status Change, Transmission, Consolidation, Split and other queries may directly be sent to the following address:

DJS Stock and Shares Limited

Visweawaram, 132 West Venkatasamy Road,
Ground Floor, R.S. Puram, Coimbatore, Tamil
Nadu-641002 Phone : 022 - 26103594 7 2618
5011

Fax : 022 – 2613 5319

e-mail : djss2011@gmail.com

Or

Purva Sharegistry (India) Private Limited

9, Shiv Shakti Industrial Estate, J.R. Boricha
Marg,

Opp. Kasturba Hospital, Lower Parel (East),
Mumbai -400 011.

Tel: (022) 2301 8261/2301 6761

Table 1 - Stock Market Price Data

High and Low of market price of the Company's shares traded on Bombay Stock Exchange Limited, during the financial year 2010-2011.

Month	Bombay Stock Exchange	
	High	Low
April – 2010	89.75	57.15
May – 2010	92.60	81.05
June – 2010	144.15	89.55
July – 2010	135.60	105
August- 2010	141.40	112.25
September –2010	148	122.10
October –2010	150.95	115.55
November – 2010	146	95.55
December – 2010	118	68.55
January – 2011	106	76.60
February – 2011	99.10	77
March – 2011	116.50	81.45



Table 2 – Distribution of shareholding as on 31st March, 2011

Range		No. of shareholders	% to no. of share holders	In rs	% to no. of shares
From	To				
Utpo	5000	1686	76.74	2851560	5.67
5001	1000	148	6.74	1221650	2.43
10001	20000	97	4.42	1458550	2.90
20001	30000	85	3.87	2250300	4.47
30001	40000	36	1.64	1288740	2.56
40001	50000	58	2.64	2594820	5.16
50001	100,000	54	2.46	4111610	8.17
Above	1,00,001	33	1.50	34526770	68.64
Total		2197	100	50304000	100

Table 3 - Summary of Shareholding Pattern as on 31st March, 2011

Category	% of shareholding
Promoter Category	55.83
Other Body Corporate.	4.12
Nationalized Banks/Mutual Funds.	NIL
Public.	36.20
Hindu Undivided Family	3.84
Total	100.00

Auditors' Certificate on Corporate Governance

The Auditors' Certificate on compliance with Clause 49 of the Listing Agreement relating to Corporate Governance is published as an annexure to the Directors' Report.

Declaration on compliance with Code of Conduct

It is hereby affirmed that all the Directors and the senior management personnel have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the Directors and Senior Management.

**On behalf of the Board of Directors
For DJS Stock and Shares Limited**

Place: Mumbai
Date :15.08.2011

PratikBhatt
Managing Director



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of DJS Stock and Shares Limited

I have examined the compliance of conditions of Corporate Governance by DJS Stock and Shares Limited for the year ended 31st March, 2011 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 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.

Mumbai
15-08-2011

Accountant

P. Mahendran
Chartered



AUDITOR'S REPORT

To
The Members of DJS STOCK AND SHARES LIMITED

1. I have audited the attached balance sheet of DJS STOCK AND SHARES LIMITED, as at 31st March 2011, and also the profit and loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.
2. I conducted my audit in accordance with the auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a responsible basis for my opinion.
3. As required by the Companies (Auditor's Report) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, I enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to my comments in the Annexure referred to above, I report that:
 - (i) I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - (ii) In my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books.
 - (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.
 - (iv) In my opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, I report that none of the directors are disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (i) In my opinion and to the best of my information and according to the explanations given to me, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2011;
 - (b) in the case of the profit and loss account, of the profit 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

Mumbai
15.08.2011

P. Mahendran
• Chartered Accountant



Annexure to Audit Report dated 15.08.2011

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

1. (i) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(ii) The fixed assets have been physically verified by the management at reasonable intervals as per a regular program of verification which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
(iii) During the year, the company has not disposed off any substantial part of its fixed assets, affecting the going concern status of the company.
2. (i) The inventory has been physically verified during the year by the management at reasonable intervals. In my opinion, the frequency of verification is reasonable.
(ii) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(iii) On the basis of my examination of the records of inventory, I am of the opinion that the company is maintaining proper records of inventory.
3. (i) The company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
(ii) The company has not taken any loans, secured or unsecured from companies, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
4. In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the services. During the course of my audit, no major weaknesses have been noticed in the internal control system and there is no continuing failure to correct major weaknesses in internal control system.
5. Based on the audit 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 Act.
6. Based on my audit procedures and according to the information and explanations given to me the company has not accepted any deposits from public and hence complying with the provisions of Sec.58A and Sec.58AA or any other relevant provisions of the Act, is not applicable.
7. In my opinion, the company has an internal audit system commensurate with its size and nature of its business.
8. The Central Government has not prescribed maintenance of cost records U/s. 209(1)(d) of the Companies Act, 1956 to this company.
9. (i) According to the records of the company, the company is regular in depositing the undisputed statutory dues including income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it with the appropriate authorities. The company is not required to transfer any amount to the investor education and protection fund.

(ii) According to the information and explanations given to me, there are no undisputed arrears of statutory dues as at 31.03.11 which are outstanding for a period of more than six months from the date they became payable.



(iii) According to the information and explanation given to me, there are no dues of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.

10. The Company has no accumulated losses and has not incurred any cash loss during the financial year and in the immediately preceding financial covered by my audit.
11. Based on my audit procedures and on the information and explanations given by the management, I am of the opinion that the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
12. Based on my examination of documents and records I am of the opinion that the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. Based on my audit procedures and on the information and explanations given by the management, I am of the opinion that the provisions of any special statute applicable to chit fund are not applicable to this company and the company is not a nidhi /mutual benefit fund/society and hence compliance with the requirements of the order in this regard are not applicable to this company.
14. The company is dealing in shares, securities, debentures and other investments, and proper records have been maintained of the transaction and contracts and timely entries have been made therein also the shares securities have been held by the company, in its own name.
15. The company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The Company has not obtained any term loans.
17. According to the information and explanations given to me and on an over all examination of the balance sheet of the company, I report that the no funds raised on short term basis, have been used for long term investment.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the act.
19. According to the information and explanations furnished to me and based on the records verified by me, the period covered by my audit report, the company has not issued any debentures and hence creation of securities for the same is not applicable.
20. According to the information and explanation furnished to me and based on the records verified by me, the company has not raised any money through public issues during the period covered under audit and hence disclosure by the management on the end usage of money raised by public issues and my verification of the same is not applicable.
21. Based upon the audit procedures performed and information and explanations given by the management, I report that no fraud on or by the company was noticed or reported during the year.

Mumbai
15-08-2011

P. Mahendran
Chartered Accountant

**Balance Sheet as on 31.03.2011**

	Schedule	31.03.2011	31.03.2010
SOURCES OF FUNDS			
SHARE HOLDERS FUNDS			
SHARE CAPITAL	A	50,304,000	50,304,000
RESERVES AND SURPLUS	B	68,174,584	63,302,133
DEFERRED TAX LIABILITY		-	451,779
TOTAL		<u>118,478,584</u>	<u>114,057,912</u>

APPLICATION OF FUNDS

	Schedule	31.03.2011	31.03.2010
FIXED ASSETS			
Gross Block	C	13,001,403	11,601,471
Less: Provision for Depreciation		10,446,190	9,452,060
Net Block		2,555,213	2,149,411
INVESTMENTS	D	70,134,948	60,862,835
DEFERRED TAX ASSET		575,388	-
CURRENT ASSETS	E	63,126,932	149,837,121
Less: CURRENT LIABILITIES & PROVISIONS	F	17,913,896	98,791,455
TOTAL		<u>118,478,584</u>	<u>114,057,912</u>

The Schedules Mentioned above and Schedule M form integral part of the Balance sheet

As per my report even dated

Shri.P.Mahendran
Chartered Accountant

Shri. Pratik S. Bhatt
(Managing Director)

Place: Mumbai
Date: 15/08/2011

Devendra Kumar Sharma
(Director)



Profit and Loss Account for the year ended 31.03.2011

INCOME	Schedule	31.03.2011	31.03.2010
Income from operations	G	789,680	11,076,548
Dividend and other Income	H	7,626,178	15,373,855
		<u>8,415,858</u>	<u>26,450,403</u>

EXPENDITURE			
Administrative Exp.	I	1,602,697	15,760,301
Stock Exch. Exp	J	1,499,761	8,533,092
Bank Charges & Interest	K	95,305	798,199
Licence fees and Taxes	L	219,206	324,722
Donation		-	610,001
Depriciation		1,058,738	221,983
		<u>4,475,707</u>	<u>26,248,298</u>

Net Profit before Taxation		3,940,151	202,105
Less: Provision for Taxation			
Current		800,000	750,460
MAT Credit Taken		(705,133)	-
Deffered Tax Liability / (Asset)		(1,027,167)	256,281
Short / (excess) Provision		-	11,113
Net Profit After Taxation		<u>4,872,451</u>	<u>(815,749)</u>

Add: Balance b/f from previous Year		63,302,133	64,117,882
Balance carried down to Balance sheet		<u>68,174,584</u>	<u>63,302,133</u>

Basic earnings per share		0.97	(0.16)
Diluted earnings per share		0.97	(0.16)

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

As per my report even dated

Shri.P.Mahendran
Chartered Accountant

Shri. Pratik S. Bhatt
(Managing Director)

Devendra Kumar Sharma
(Director)

Place: Mumbai
Date: 15/08/2011

SCHEDULES ANNEXED TO THE ACCOUNTS

31.03.2011
Rs.

31.03.2010
Rs.

SCHEDULES - A

SHARE CAPITAL

Authorized

1,00,00,000 Equity shares of Rs. 10 each

100,000,000

100,000,000

Issued, Subscribed and fully paid up

50,30,400 Equity Shares of Rs.10 each

50,304,000

50,304,000

Total

50,304,000

50,304,000

SCHEDULES - B

RESERVES AND SURPLUS

Profit And Loss A/c

68,174,584

63,302,133

Total

68,174,584

63,302,133

SCHEDULES - C : Fixed Assets

Depreciation

Sl.No.	Name of the Assets	Cost as on 01.04.2010	Addition	Deletion	Total cost as on 31.03.2011	Depreciation			W.D.V		
						Upto 31.03.2010	for the year	with drawn	upto 31.03.2011	as on 31.03.2011	as on 31.03.2010
		1	2	3	4	5	6	7	8	9	10
A	Intangible Assets										
1	Computer Software	-	1,222,262	-	1,222,262	-	141,983	-	141,983	1,080,279	-
	Total (A)	-	1,222,262	-	1,222,262	-	141,983	-	141,983	1,080,279	-
B	Tangible Assets										
1	Computer	9,450,507	326,370	34,000	9,742,877	8,620,715	829,445	27,559	9,422,601	320,276	829,791
2	Office Equipments	670,280	-	145,900	524,380	323,702	24,908	37,048	311,562	212,818	346,578
3	Furniture & Fittings	1,480,684	31,200	-	1,511,884	507,643	62,402	-	570,045	941,839	973,041
	Total (B)	11,601,471	357,570	179,900	11,779,141	9,452,060	916,755	64,607	10,304,207	1,474,934	2,149,410
	Total (A + B)	11,601,471	1,579,832	179,900	13,001,403	9,452,060	1,058,738	64,607	10,446,190	2,555,213	2,149,410
	Previous Year	13,252,615	14,913	1,666,057	11,601,471	10,284,029	221,983	1,053,952	9,452,060	2,149,411	2,968,586



31.03.2011

31.03.2010

Rs.

Rs.

SCHEDULE - D

INVESTMENTS

Name of the CompanyNo. of SharesNo. of Shares

(Long Term, Quoted, Equity Shares, stated at cost)

Sunteck Realty Ltd	129,241	49,985,535	157,365	60,862,835
Sampada Chemicals Ltd	14,675	3,371,122	-	-
Prraneta Industries Ltd	207,400	12,948,291	-	-
Well Pack Papers & Containers Ltd	100,000	3,830,000	-	-
TOTAL		70,134,948		60,862,835

Market value of Quoted Investments

58,931,53891,137,939**SCHEDULE - E**

CURRENT ASSETS, LOANS & ADVANCES

Advances & Deposits	48,440,601	89,639,272
MAT Credit Receivable	705,133	-
DEBTORS:		
Exceeding six months	3,018,072	3,654,790
Others	-	9,936,700
CASH & BANK BALANCES:		
Cash on hand		717,381
Cash at bank	10,731,287	44,324,433
Stock on Hand	231,840	1,564,545
TOTAL	<u>63,126,933</u>	<u>149,837,121</u>

SCHEDULE - F

CURRENT LAIBILITIES & PROVISIONS

Current Liabilities	15,782,986	93,071,770
Provisions for Taxation	2,038,431	5,220,460
Provisions for Expenses	92,479	499,225
TOTAL	<u>17,913,896</u>	<u>98,791,455</u>



	31.03.2011	31.03.2010
	Rs.	Rs.
SCHEDULE - G		
INCOME FROM OPERATIONS		
Income from client operations	789,680	11,076,548
TOTAL	789,680	11,076,548

SCHEDULE - H

DIVIDEND AND OTHER INCOME

Dividend Received	22,748	42,678
Interest Received	488,386	3,506,990
Other Income	7,115,044	11,824,187
TOTAL	7,626,178	15,373,855

SCHEDULE - I

ADMINISTRATIVE EXPENSES

Advertisement Expenses	-	4,594
Arbitrage Refunds	-	2,395,954
Audit Fees	54,781	25,000
Tax Audit Fees	15,000	-
Electricity Charges	25,740	358,440
General Expenses	185,983	50,028
Legal and professional charges	346,543	560,998
Postage, Courier & Telephone	134,589	651,424
Printing & Stationary	87,769	274,010
Rent	-	705,750
Repairs & Maintenance	498,938	1,824,755
Salaries & Bonus	223,400	8,216,474
Sales Promotion	-	163,076
Staff Welfare	-	53,409
Traveling Expenses	29,954	476,389
TOTAL	1,602,697	15,760,301



	31.03.2011	31.03.2010
	Rs.	Rs.
SCHEDULE - J		
STOCK EXCHANGE EXPENSES		
VSAT charges	474,966	932,245
Stock Exchange expense	466,197	485,347
CDSL Expense	443,779	3,210,981
Demate Transaction charges	18,949	253,860
SEBI Turnover Tax	434	51,186
NSE Transaction / Penalty Charges	95,436	68,268
STT	-	3,531,205
TOTAL	1,499,761	8,533,092

SCHEDULE - K

BANK CHARGES AND INTEREST

Bank Guarantee fees	95,305	711,037
Bank Charges	-	59,199
Bank Interest	-	5,754
Car Loan Interest	-	22,209
TOTAL	95,305	798,199

SCHEDULE - L

LICENCE FEES AND TAXES

Listing fee	15,000	55,000
Service Tax	154,206	269,722
SEBI Registration fees	50,000	-
TOTAL	219,206	324,722

Shri.P.Mahendran
Chartered Accountant

Shri. Pratik S. Bhatt
Managing Director

Place: **Mumbai**
Date: **15/08/2011**

Devendra Kumar Sharma
(Director)



SCHEDULE - M

Notes to the Accounts and Significant Accounting Policies

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

4. Inventory

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

5. Managerial Remuneration:

	31.03.2011	31.03.2010
	Rs.Lakhs	Rs.Lakhs
Salary	-	14.40
Contribution to Provident & other funds	-	-
Perquisites	-	-
	-	14.40

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

Long term investments have been carried at cost except where there is a decline in the value of the asset other than a temporary decline; a provision for the same is made for in the books. No provision has been made for diminution in the value of investments of Rs. 0 lakhs.

8. Contingent Liabilities

Guarantees given by the Company's Bankers on behalf of the company is Nil.

9. No employee is eligible for Gratuity.

10. Auditor's Remuneration:

	31.03.2011	31.03.2010
Audit Fee	25,000	25,000
Tax Audit Fee	15,000	-
Certification	29,781	-
	69,781	25,000

11. Previous year figure have been regrouped and reclassified wherever necessary.

As per my report even dated

Shri. Pralok S. Bhatt
(Managing Director)

Place: Mumbai
Date: 15/08/2011

Devendra Kumar Sharma
(Director)



CASH FLOW STATEMENT	31.03.2011	31.03.2010
Cash From operations		
Net profit as per profit and loss A/c	3,940,151	202,105
Less: Long Term Capital Gains	(7,108,655)	-
Add: Depreciation Written Off	1,058,738	221,983
Cash generated / (used) from operations before	(2,109,766)	424,088
Working Capital changes		
Decrease in Trade and other receivables	51,772,089	(43,709,025)
Decrease in Inventories	1,332,705	17,395,507
Decrease in Trade payables and other current liabilities	(81,677,559)	45,304,100
Net Cash generated from/ (used in)	(30,682,531)	19,414,670
Operating Activities		
Cash from investing activities		
Purchase of Investment	(20,149,413)	(40,937,849)
Sale of Investment	17,985,955	-
Purchase of Assets	(1,579,832)	(14,913)
Reduction in Fixed Assets	115,293	612,105
Net Cash generated from / (used in)	(3,627,997)	(40,340,657)
Investing Activities		
Cash from Financing Activities	-	-
Increase/(Decrease) in Cash & Cash Equivalents	(34,310,528)	(20,925,987)
Add: Opening balances of cash and cash equivalents	45,041,814	65,967,801
Closing Balance of cash and cash equivalents	10,731,286	45,041,814

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, 2011 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: 15/08/2011

P. Mahendean F.C.A.
Chartered Accountant



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.	IX1-5030	State code	18
Balance sheet Date	31st day march, 2011		

II. Capital Raised during (he year Amount in Rs.)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs.)

Total Liabilities	118,478,584	Total Assets	118,478,584
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Sources of Funds

Paid up Capital	50,304,000	Reserves & Surplus	68,174,584
Secured Loans	NIL	Unsecured Loans	NIL

Application of Funds

Net Fixed Assets	2,555,213	Investment	70,134,948
Deferred Tax Asset	575,388	Net Current Assets	45,213,036

IV. Performance of Company (Amount in Rs.)

Turnover	8,415,858	Total Expenditure	4,475,707
Profit/Loss before Tax	3,940,151	Profit & Loss after Tax	4,872,451
Earning per share in	0.97	Dividend Rate %	NIL

V Generic Names of three Principal Products/ services of company (as per monetary terms)

Item Code (ITC Code)

Product

Description Shares and securities.

As per my report even dated

Shri. Pratik S. Bhatt
(Managing Director)

Devendra Kumar Sharma
(Director)

P. Mahendran, FCA
Chartered Accountant

Date 15.08.2011

Mumbai:



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 Sixteenth Annual General Meeting of the company to be held on 27th
September 2011 at the registered office of the company and any adjournment thereat.

Place:

Date:

Affix
Thirty
Paise
Revenue
Stamp

Note: Indian revenue Stamp of Rs. 0.30 should be affixed in the form which should then be signed by the
member. The form thus completed should be deposited at the Registered Office at "Visweawaram", 132,
West Venkatasamy Road, Ground Floor, RS Puram, Coimbatore - 641001. Tamilnadu atleast forty eight
hours before the commencement of the meeting i.e. before 4.30 p.m. on 27th September, 2010.

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 Sixteenth Annual General Meeting of the Company held at,
"ANNAI VELANKANNI COMMUNITY HALL 72 ANNAI VELANKANNI NAGER , SOWRIPALAYAM,
Coimbatore - 641028. Tamilnadu on Tuesday the 27th day of September, 2011 .

Full Name of the Shareholder in BLOCK LETTERS: _____

Account No: _____

No. of Shares held: _____

Name of Proxy (if any) in BLOCK LETTERS: _____

To
If undelivered please return to:

DJS Stock and Shares Limited
H.O. - 12/B, Khatau Bldg,
Alkesh Dinesh Modi Marg,
Fort, Mumbai - 400 001.