

DSJ COMMUNICATIONS LIMITED

22ND ANNUAL REPORT

2011 - 2012

BOARD OF DIRECTORS

Mr. Vijaysingh Padode	:	Chairman and Managing Director
Mr. Sanjay Padode	:	Non Executive Director
Mr. Rakesh Magaji	:	Independent Director (w.e.f. 28.03.2012)
Mr. Nitin Sawant	:	Independent Director
Mr. Jayesh Dadia	:	Independent Director (upto 16.03.2012)

AUDITORS

M/s. S. V. Navalkar and Associates
Chartered Accountants

BANKERS

The National Cooperative Bank
Axis Bank Ltd.

REGISTERED OFFICE

31 A, Noble Chambers,
4th Floor, JanmaBhoomi Marg,
Fort, Mumbai 400001.

REGISTRAR AND SHARE TRANSFER AGENTS

Sharex Dynamic (India) Private Limited
Unit No. 1, Luthra Industrial Premises,
Safed Pool, Andheri - Kurla Road,
Andheri (East), Mumbai 400 072.

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NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of **DSJ COMMUNICATIONS LIMITED** will be held on Saturday, September 29, 2012 at 2:00 p.m. at the Registered Office of the Company, 31-A, Noble Chambers, 4th Floor, JanmaBhoomi Marg, Fort, Mumbai - 400 001 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Statement of Profit and Loss for the year ended as on that date and Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Nitin Sawant, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s S. V. Navalkar and Associates, Chartered Accountants (having FRN: 106981W), as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Rakesh Magaji, who was appointed as an Additional Director of the Company w.e.f. March 28, 2012 in accordance with the provisions of Article No. 41 of Articles of Association of the company and pursuant to the provisions of Section 260 of the Companies Act, 1956 holds office upto the date of ensuing Annual General meeting of the Company and in respect of whom a notice in writing alongwith requisite deposit under Section 257 of the Act is received from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things, which may be necessary or proper to give effect to aforesaid resolution.”

**By Order of Board of Directors
For DSJ Communications Limited**

Vijaysingh Padode
Chairman and Managing Director

Place: Mumbai
Date: August 31, 2012

Registered Office:
31-A, Noble Chambers,
4th Floor, JanmaBhoomi Marg,
Fort, Mumbai - 400001.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN CASE OF POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act 1956 is annexed hereto and forms part of this notice.
3. Corporate members are requested to send duly certified copy of the Board resolution pursuant to Section 187 of the Companies Act, 1956 authorising their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, September 26,

2012 to Saturday, September 29, 2012 (both days inclusive).

5. Members attending the meeting are requested to bring with them the attendance slip enclosed herewith and hand over the same at the entrance of the hall, duly filled and signed.
6. Members holding shares in physical form are requested to notify any changes in their address to the Company quoting their folio numbers immediately. Members holding shares in electronic form may update such details with their respective Depository Participants.
7. Members are requested to address all correspondence to the Registrar and Share Transfer Agents - Sharex Dynamic (India) Private Limited at Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai - 400 072.
8. In pursuance of Clause 49 (IV)(G) of the Listing Agreement, the details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting to be held on Saturday, September 29, 2012, are given as follows:

Name of the Director	Mr.Nitin Sawant	Mr. Rakesh Magaji
Date of Birth	25/01/1967	19/09/1988
Nationality	Indian	Indian
Date of appointment as Director	31/05/2011	28/03/2012
Designation	Director	Director
Qualification	Master of Arts	B. Com
Experience / Expertise	He is having experience of more than 21 years in the Media (Journal and Press) Industry.	He has over 3 years of experience in Finance and Accounts.
Shareholding in the Company (Face Value of ₹.1/- per share)	NIL	NIL
List of Directorship held in other Companies	<ul style="list-style-type: none"> • Akkadian Commercial and Agencies Pvt. Ltd. • Achievements Merchandise Pvt. Ltd. • Pranav Kumar Estate Pvt. Ltd. • Tanveer Land Developers Pvt. Ltd. • Laxmivijay Farms Pvt. Ltd. • LaxmiAgrotech Pvt. Ltd. • Ramdeoji Developers Pvt. Ltd. • New Bonanza Impex Pvt. Ltd. • Dalal Street Press Ltd. • Shree Ramdeoji Farms Pvt. Ltd. • Sphere Agrotech Ltd. • Dataline and Research Technological (India) Ltd. • Dalal Street Credit Capital Ltd. • Nine Media and Information Services Ltd. • Narad Investment and Trading Pvt. Ltd. • Shree Ramdeoji Holdings and Leasing Pvt. Ltd. 	NIL
Relationship with existing Directors of the Company	None	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 4**

Mr. Rakesh Magaji who was appointed as an Additional Director of the Company w.e.f March 28, 2012 and pursuant to the provisions of Section 260 of the Companies Act, 1956 holds office as an Additional Director upto the date of ensuing Annual General Meeting. The Company has received a notice along with requisite deposit pursuant to the provisions of Section 257 of the Act proposing the candidature of Mr. Rakesh Magaji for the office of the Director of the Company.

Mr. Rakesh Magaji is a Bachelor in Commerce from Bangalore University and having 3 years of experience in areas of Finance and Accounts. He is having good academic background, knowledge and experience in the field of finance and accounts which will be beneficial to the Company more effectively.

Your Directors recommend the Ordinary Resolution as set out at Item No. 4 of the Notice for your approval.

Except Mr. Rakesh Magaji, none of the Directors of the Company is concerned or interested in the said resolution.

**By Order of Board of Directors
For DSJ Communications Limited**

Place: Mumbai
Date: August 31, 2012

Vijaysingh Padode
Chairman and Managing Director

Registered Office:
31-A, Noble Chambers,
4th Floor, JanmaBhoomi Marg,
Fort, Mumbai 400001.

DIRECTORS' REPORT

Dear Members,

Your Directors present the 22nd Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended March 31, 2012.

FINANCIAL HIGHLIGHTS:

(₹ In Lakhs)

Particulars	For the Year Ended March 31, 2012	For the Year Ended March 31, 2011
Total Revenue	0.00	0.00
Less: Total Expenditure	24.83	82.31
Profit / (Loss) before Depreciation and Amortization expenses, Finance Cost and Tax.	(24.83)	(82.31)
Less: Depreciation and Amortization Expenses.	0.00	0.00
Less: Finance Cost	0.01	0.00
Less: Prior Period Expenses	0.00	0.00
Less: Short Provision for Taxation	0.00	(46.48)
Profit / (Loss) before Exceptional Item and Tax	(24.82)	(128.79)
Less: Exceptional Item	0.00	0.00
Profit / (Loss) before tax	(24.82)	(128.79)
Less: Provision for tax	0.00	0.00
Profit / (Loss) after tax	(24.82)	(128.79)
Balance of Profit/(Loss) as per last Balance Sheet	(4919.91)	(4791.12)
Balance of Profit/(Loss) carried to Balance Sheet	(4944.74)	(4919.91)

OPERATIONS:

During the year under review, the Company has not carried out any business activities. The management is optimistic about start of Company's business in near future.

DIVIDEND:

In view of no business activity during the year under review and accumulated losses, your directors do not recommend any dividend during the year under review.

DIRECTORS:

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Nitin Sawant, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends for his re-appointment.

During the year under review, Mr. Rakesh Magaji was appointed as an Additional Director w.e.f. March 28, 2012. He holds office upto the date of Annual General Meeting. Your Company has received a notice under Section 257 of the Companies Act, 1956 together with necessary deposit from a member proposing his candidature for office of Director at the ensuing Annual General Meeting. The Board recommends for his appointment as Director of the Company.

Mr. Jayesh Dadia, Director of the Company has resigned from the directorship of the Company w.e.f. March 16, 2012. The Board places on record its sincere appreciation for the contribution made by him during his tenure.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

1. In the preparation of the Annual Accounts for the year ended March 31, 2012, the applicable accounting standards have been followed and no material departures have been made from the same;
2. 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 the state affair of the Company at March 31, 2012 and loss of the company for the year ended on that date;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended March 31, 2012 on a "going concern" basis.

PUBLIC DEPOSITS:

Your Company has neither accepted nor renewed any deposit within the meaning of Section 58A and 58AA of the Companies Act, 1956 and rules made there under during the year ended March 31, 2012.

STATUTORY AUDITORS:

The Statutory Auditors of the Company M/s. S. V. Navalkar and Associates, Chartered Accountants, Mumbai, retires at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. The Company has received letter from them to the effect that their re-appointment, if made, will be in accordance with the sub-section (1B) of Section 224 of the Companies Act, 1956 and that they are not disqualified from such re-appointment within the meaning of Section 226 of the said Act.

Your Directors recommend their re-appointment as Statutory Auditors of the Company to hold office from conclusion of ensuing Annual General Meeting upto the conclusion next Annual General Meeting of the Company and to audit the accounts for the financial year 2012-2013.

AUDITOR'S OBSERVATIONS:

In respect to Auditors' remarks in their report regarding no internal audit system commensurate with the size and nature of its business, relating to the interest and principal amount are not repaid regularly in respect of loans and all loans are overdue as on the date of the Balance sheet, your directors would like to state as follows :

- 1) Since no business activities are carried out during the year, no formal Internal Control System is adopted by the Company, however the Board of Directors of the Company controls over the affairs of the Company
- 2) Due to financial crunch and no business activities during the year, your Company could not pay interest on loan taken and repay loan on due date.

PARTICULARS OF EMPLOYEES:

During the year under review, no employees were in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, hence your directors have nothing to report in this regard.

LISTING OF SECURITIES:

The Company's shares are listed on BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Ahmedabad Stock Exchange Limited (ASEL). However, the Scrip has been suspended from trading at BSE Limited and National Stock Exchange of India Limited (NSE). The Company has made the application for revocation of suspension from trading in its scrip to BSE Limited on March 29, 2012 and has received the in-principle approval on August 27, 2012 for the same. The Company is in process of completing the procedure for revocation of suspension from trading in its scrip from BSE Ltd.

The Company has paid listing fees with BSE Ltd. for the financial year 2012-13.

CORPORATE GOVERNANCE:

The Company has complied with the provisions of the Clause 49 of the Listing Agreement during the year under review. A detailed report on compliance of the Corporate Governance along with certificate from Statutory Auditors' and Management Discussion and Analysis Report are attached to this Report.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in terms of requirements of clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956 regarding Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is as follows:

(A) Conservation of Energy:

In absence of any business activities carried out during the year under review, your directors have nothing to report with respect to conservation of energy.

(B) Research and Development:

The Company has not carried out any specific research activity.

(C) Technology absorption, adaption and innovation:

The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.

(D) Foreign Exchange Earnings and Outgo:

There were no transactions during the year under review in which foreign exchange earnings or outgo was involved.

ACKNOWLEDGEMENTS:

Your Directors would take this opportunity to express its deep appreciation for the assistance and co-operation received from all the Government departments, Banks, Financial Institutions and members during the year under review and also looks forward their continued support in the future. Your Directors also wish to place on record their deep appreciation for the committed services of the employees of the Company.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: August 31, 2012

Vijaysingh Padode
Chairman and Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRIAL OVERVIEW, STRUCTURE AND DEVELOPMENT:

India offers a promising market for the print media industry. India is fast becoming one of the major print producer and manufacture of printed paper products in the world markets. The bright future and the immense scope of the Indian print media have also aroused the interest of foreign investors. Foreign media has also shown interest in investing in Indian publications. A booming Indian economy, literate population on the rise, increasing consumerism, entry of global brands in the country and opening of the sector to foreign investors would drive the growth in print media.

FINANCIAL PERFORMANCE:

The Company is engaged in the business of publication of books and journals. In the current financial year due to continuous financial crunch and accumulated losses, the Company could not carry any business activity.

OPPORTUNITIES AND THREATS:

The media business is ever growing industry. Print media is the powerful way to reach the consumers at local, regional and national level. The Company is taking maximum efforts to capitalize on the business opportunities and further expect a better outlook in the coming years. Simultaneously, the unrestricted competition allowed in this industry is matter of concern for the Company. But Company is optimistic about its prospective to face the competition and achieve better results in the coming years.

RISKS AND CONCERN:

The print industry is highly competitive. The industry is not only facing competition from its peers but also from other media forms, like from television broadcasters, radio broadcasters and websites. With launch of many news channels recently, the competition has increased. The Internet has many inherent advantages over print due to its search, sort and organising functions. Though there is still time, the threat is inevitable, as is evident from the increasing Internet penetration and the fact that Internet is gaining relevance in the models of print media plays a vital role.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

In view of no business activities carried out during the year, no formal Internal Control System is adopted by the Company. However, the Board of Directors of the Company controls over the affairs of the Company.

HUMAN RESOURCE DEVELOPMENT:

The employees of the company are the key assets of the Company. The Company has formulated sound policies for employee's motivation and retention. All the required training and education are been given to them at all the required stage. Due to harmonious and cordial relation with the employees no disputes has been arisen during the year.

CAUTIONARY STATEMENT:

Statement in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.