

DSJ COMMUNICATIONS LIMITED

23RD ANNUAL REPORT

2012 - 2013

BOARD OF DIRECTORS

Mr. Vijaysingh Padode	:	Chairman and Managing Director
Mr. Sanjay Padode	:	Non Executive Director
Mr. Rakesh Magaji	:	Independent Director
Mr. Nitin Sawant	:	Independent Director

AUDITORS

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

BANKERS

The National Co-operative Bank
Axis Bank Ltd.
Karur Vysya Bank

REGISTERED OFFICE

31-A, Noble Chambers,
4th Floor, JanmaBhoomi Marg,
Fort, Mumbai 400001
Tel.: 022-40629524
Fax : 022-40629510
Email : compliance.dsj@gmail.com

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.
Tel: 022 – 28515606/644, 28516338;
Fax: 022 28512885; Email: sharexindia@vsnl.com.

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NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of **DSJ COMMUNICATIONS LIMITED** will be held on Wednesday, September 18, 2013 at 10:00 a.m. at the Registered Office of the Company, 31-A, Noble Chambers, 4th Floor, Janmabhoomi Marg, Fort – 400 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sanjay Padode, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. J.D.Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W), be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors M/s. S. V. Navalkar & Associates, Chartered Accountants, Mumbai (FRN:106981W), (who have expressed their inability to continue as the Statutory Auditors of the Company), who shall hold office from the conclusion of ensuing Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors in consultation with the said Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (“the act”)(including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, as placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion to the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, things, deeds and take such steps as may be required to give effect to the above resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”)(including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in suppression of all earlier resolutions passed by the members of the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of ₹ 300 Crores (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers herein conferred to the Directors of the Company, along with the authority to further delegate all or any of such powers to any one or more executive of the Company in order to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provision of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, (“the Act”) (including any statutory modification (s) or re-enactment thereof for the time being in

force) and the Articles of Association of the Company and in suppression of all earlier resolutions passed by the members of the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages / charges / hypothecation on all or any of the immovable and movable properties of the Company present and future, of the whole, or substantially the whole, of the undertaking of the Company, ranking *pari-passu* with or second or subservient or subordinate to the mortgages / charges / hypothecation already created or to be created in further by the Company for securing any loans and/or advances and /or guarantees and/ or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions providing finance for purchase of assets / business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures / bonds that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the resolution passed at this meeting pursuant to Section 293(1)(d) of the Companies Act, 1956 together with interest thereon and further interest if any costs, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to and cause to prepare, finalise, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/Bond holders, such documents deeds, agreements, declarations, undertakings and writings as may be necessary and are expedient for giving effect to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or alter the terms and conditions of the security created / to be created as aforesaid in consultation with the Lenders, Trustees and other Mortgagees as they may deem fit.”

By Order of Board of Directors

Vijaysingh Padode
Chairman and Managing Director

Place: Mumbai

Date: August 13, 2013

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 ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF IN CASE OF POLL ONLY. A 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 in respect of special business 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 or at any adjournment thereof.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, September 16, 2013 to Wednesday, September 18, 2013 (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 immediately any changes in their address to the Company quoting their folio number. 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 : DSJ Communications Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai – 400 072.
8. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card, etc, having photo identity) while attending the meeting.
9. In pursuance of Clause 49 (IV)(G) of the Listing Agreement, the details of Director seeking re-appointment at the ensuing Annual General Meeting to be held on Wednesday, September 18, 2013, are given as follows:

Name of the Director	Mr. Sanjay Padode
Date of Birth	August 31, 1965
Nationality	Indian
Date of appointment as Director	June 11, 2011
Designation	Director
Qualification	Master in Science (Math) and Bachelor of Engineering (B.E)
Experience / Expertise	He is specialized in IT Skills and has worked on large projects like implementing paperless offices, Office automation and workflow management.
Shareholding in the Company (Face Value of ₹ 1/- per share)	2937200 (3.71%) Equity Shares
List of Directorship held in other Companies	<ul style="list-style-type: none"> • Tanveer Land Developers Pvt. Ltd. • Get Ahead Education Ltd. • Dalal Street Press Ltd. • Sphere Agrotech Ltd. • Dataline and Research Technological (India) Ltd. • Dalal Street Credit Capital Ltd. • Nine Media and Information Services Ltd. • DSIJ Private Ltd. • Resolute Resource Solutions Pvt. Ltd. • Home Catering Services Pvt. Ltd.
Relationship with other directors of the Company	Mr. Sanjay Padode is son of Mr. Vijaysingh Padode, Chairman and Managing Director of the Company
List of Chairmanship and Membership in committees of other Public companies.	<p>I. Chairman in Shareholders'/Investors' Grievance Committee: Nine Media Information Services Limited</p> <p>II. Member in :</p> <p>1. Audit Committee: Nine Media Information Services Limited Dataline and Research Technologies (India) Limited</p> <p>2. Shareholders'/Investors' Grievance Committee: Dataline and Research Technologies (India) Limited</p>

EXPLANATORY STATEMENT (PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)**ITEM NO: 3**

The present Auditors M/s. S. V. Navalkar & Associates, Chartered Accountants, Mumbai (FRN: 106981W), who would be retiring at the conclusion of the forthcoming Annual General Meeting, have expressed their inability to continue to act as Statutory Auditors of the Company.

The Company has received a consent letter from M/s.J.D. Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W) to act as Statutory Auditors of the Company, if appointed. The Company has received special notice as required under Section 225 of the Companies Act 1956, proposing the appointment of M/s. J.D. Jhaveri & Associates, Chartered Accountants, Mumbai as Statutory Auditors. The Company has also received a certificate from M/s. J.D. Jhaveri & Associates stating that the appointment, if made, will be within the limit specified in section 224 (1B) of the Companies Act 1956.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 3 of the Notice for your approval.

None of Directors of the Company, in any way, are concerned or interested in the above resolution.

ITEM NO: 4

Your Directors considered that the existing Articles of Association of the Company do not cover latest amendments and hence it is proposed to amend the existing Articles of Association by adopting a new set of Articles of Association of the Company in place of and exclusion to the existing Articles of Association of the Company.

In terms of Section 31 of the Companies Act, 1956, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board of Directors recommends the Special Resolution as set out at item no. 4 of the Notice for your approval.

None of Directors of the Company, in any way, are concerned or interested in the above resolution.

ITEM NOS: 5 and 6

The Company is in process of developing a state of the art digital content delivery and analytics platform which will enable investors to track information on the markets and also to transact on such markets in a safe and secured manner. In view of this development plan, the Company is in need of funds to meet its working capital and capital expenditure requirements. The Board sought it fit to approach banks and financial institutions for the same. The Company may be required to create charge on its assets to secure such loans.

In terms of Section 293(1)(d) and 293(1) (a) of the Companies Act 1956 approval of the members is being sought for increasing the borrowing powers and power to create charge on assets of the Company by passing the Ordinary Resolutions.

The Board of Directors recommends the Ordinary Resolutions as set out at item nos. 5 and 6 of the Notice for your approval.

None of Directors of the Company, in any way, are concerned or interested in the above resolutions.

By Order of Board of Directors

Vijaysingh Padode
Chairman and Managing Director

Place: Mumbai
Date: August 13, 2013

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

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 23rd Annual Report together with the Audited Accounts of the Company for the financial year ended March 31, 2013.

FINANCIAL HIGHLIGHTS:

(₹ In Lakhs)

Particulars	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012
Total Revenue	-	-
Less: Total Expenditure	10.38	24.83
Profit before Depreciation and Amortization expenses, Finance Cost and Tax.	(10.38)	(24.83)
Less: Depreciation and Amortization Expenses	-	-
Less: Finance Cost	-	-
Profit before tax	(10.38)	(24.83)
Less: Provision for tax	-	-
Profit after tax	(10.38)	(24.82)
Balance of Profit/(Loss) as per last Balance Sheet	(4944.73)	(4919.91)
Balance of Profit/(Loss) carried to Balance Sheet	(4955.11)	(4944.73)

OPERATIONS:

During the year under review, the Company could not carry any business activity. The Company is in process of developing a state of the art digital content delivery and analytics platform which will enable investors to track information on the markets and also to transact on such markets in a safe and secured manner. The management is optimistic about the Company's future plans and policies for its growth and expansion.

DIVIDEND:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

1. in the preparation of the Annual Accounts for the year ended March 31, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any, 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 of affairs of the Company at March 31, 2013 and loss of the Company for the year ended on that date;
3. 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; and
4. the directors have prepared the accounts for the financial year ended March 31, 2013 on a "Going Concern" basis.

STATUTORY AUDITORS:

M/s. S. V. Navalkar and Associates, Chartered Accountants, Mumbai, the Statutory Auditors of the Company, who would be retiring at the conclusion of the forthcoming Annual General Meeting, have expressed their inability to continue to act as the Statutory Auditors of the Company.

The Company has received a special notice as required under Section 225 of the Companies Act 1956, proposing the appointment of M/s. J.D. Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W) as Statutory Auditors of the Company. M/s. J.D. Jhaveri & Associates have forwarded to the Company certificate stating that the appointment, if made, will be within the limit specified in section 224 (1B) of the Companies Act 1956.

Your Directors recommend their appointment as Statutory Auditors of the Company to hold office up to the conclusion of the next Annual General Meeting of the Company and to Audit Financial Accounts of the Company for the Financial Year 2013-14.

AUDITORS' REPORT:

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, hence all loans have become overdue for repayment.

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 thereunder during the year ended March 31, 2013.

PARTICULARS OF EMPLOYEES:

No employee was 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 director 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). The Scrip of the Company has been suspended from trading at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has made an application for revocation of suspension from trading in its scrip to BSE Limited and has received the trading approval on June 24, 2013. The trading in the shares of the Company has been resumed w.e.f. June 28, 2013.

The Company has paid listing fees to BSE Ltd. for the financial year 2013-2014.

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 certificates from 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 and so no benefit has been derived from it.

(C) Technology absorption, adaption and innovation:

In absence of any business activity during the year under review, your directors have nothing to report in this regard.

(D) Foreign Exchange Earnings and Outgo:

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

ACKNOWLEDGMENTS:

Your Directors would take this opportunity to express its deep appreciation for the assistance and co-operation received from all the Government departments, Banks and members during the year under review and also looks forward to 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

Vijaysingh Padode
Chairman and Managing Director

Place: Mumbai
Date: August 13, 2013