# DSJ COMMUNICATIONS LIMITED

## 26TH ANNUAL REPORT

## 2015-2016

**BOARD OF DIRECTORS:**

| | | |
|---|---|---|
| Mr. Vijaysingh Padode | : | Chairman & Managing Director |
| Mr. Sanjay Padode | : | Non-Executive Director |
| Mr. Nitin Sawant | : | Independent Director |
| Mrs. Poorva Saket Dublay | : | Independent Director |

**STATUTORY AUDITORS:**
M/s. J. D. Jhaveri & Associates
Chartered Accountants, Mumbai

**SECRETARIAL AUDITORS:**
M/s. Manish Ghia & Associates
Company Secretaries, Mumbai

**INTERNAL AUDITORS:**
M/s. Amit B. Agarwal & Associates
Chartered Accountants, Mumbai

**BANKERS:**
The Karur Vysya Bank

**REGISTERED OFFICE:**
31-A, Noble Chambers, 4th Floor,
Janmabhoomi Marg, Fort, Mumbai 400001.
Tel: 022-4347 6012/13
**E-mail**: compliance.dsj@gmail.com
**Website**: www.dsjcommunication.com

**REGISTRAR & SHARE TRANSFER AGENT:**
Sharex Dynamic (India) Private Limited
Unit No. 1, Luthra Industrial Premises,
1st Floor, 44-E, M. V. Marg,
Andheri-Kurla Road, Safed Pool,
Andheri (East), Mumbai – 400072
**Tel:** 022 – 28515606/644, 28516338;
**Fax:** 022 28512885; **Email:** sharexindia@vsnl.com.
**Website:** www.sharexindia.com

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**DSJ COMMUNICATIONS LIMITED**
**CIN: L22120MH1989PLC054329**
**Regd. Off.:** 31-A, Noble Chambers, 4th Floor, Janmabhoomi Marg, Fort, Mumbai – 400 001
Tel: 022 43476012/13, E-mail: compliance.dsj@gmail.com,
Website: www.dsjcommunication.com

## NOTICE

**NOTICE** is hereby given that the 26th Annual General Meeting of the members of **DSJ COMMUNICATIONS LIMITED** will be held on Tuesday, 27th day of September, 2016 at 11.30 a.m. at Maharashtra Chamber of Commerce, Industry & Agriculture at Kasliwal Board Room, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001 to transact the following business:

**ORDINARY BUSINESS**:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors' and Auditors' thereon.

2. To appoint a Director in place of Mr. Vijaysingh Padode, Director (DIN: 00393687), who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (having FRN: 111850W) as approved by members at the 24th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting upto the conclusion of 28th Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2017.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the 24th Annual General Meeting held on 29th September, 2014, the appointment of M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (having Firm Registration No. 111850W) as Statutory Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 28th Annual General Meeting to be held for the financial year ending 31st March, 2018, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the Auditor's remuneration payable for the financial year ending 31st March, 2017 in consultation with the auditors."

**SPECIAL BUSINESS:**

**4. Approval for transactions with Related Parties:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to enter into related party transactions with the following parties for a period of 3 years w.e.f. 1st April, 2016 for the values as follows:

| Name of the Related Parties | Nature of Transaction | Approximate Value of Transaction (₹ In Lakhs) | | |
|---|---|---|---|---|
| | | 2016-17 | 2017-18 | 2018-19 |
| New Bonanza Impex Private Limited, an Entity where Directors and Promoters have significant influence as per the applicable Accounting Standards. | Borrowings | 600 | 700 | 750 |
| Mr. Vijaysingh Padode, Chairman & Managing Director and Promoter of the Company. | Borrowings | 10 ( From 1st October 2016) | 15 | 20 |

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution from time to time."

**5. Re-appointment of Mr. Vijaysingh Padode as Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and Articles of Association of the Company, the re-appointment of Mr. Vijaysingh Padode, Chairman & Managing Director of the Company for a period of 5 (five) years w.e.f. 23rd August, 2016 to 22nd August, 2021 without any remuneration, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required for the purpose of giving effect to this resolution."

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

**Vijaysingh Padode**
**Chairman & Managing Director**
**DIN: 00393687**

**Place: Mumbai**
**Date: 3rd August, 2016**

**Registered Office:**
31-A, Noble Chambers,
4th Floor, Janmabhoomi Marg,
Fort, Mumbai-400 001

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of this notice.
3. Members/Proxies are requested to bring duly filled in Attendance Slip along with their copy of Annual Report at the Annual General Meeting. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Brief resume of the Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Director pertaining to his re-appointment.
5. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account Details alongwith self-attested documentary proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
8. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
9. Members are requested to forward all share transfers and other communications to the RTA of the Company at Sharex Dynamic (India) Private Limited, Unit: DSJ Communications Limited at Unit No.1, Luthra Industrial Estate, 1st Floor, 44-E, M.V. Marg, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai – 400 072 and are further requested to always quote their Folio Number in all correspondences with the Company.
10. Members holding shares in identical order of names in one or more than one folio are requested to write to the Company / RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
11. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting.

12. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the registered office of the Company at least seven days in advance of the meeting to enable the company to provide the information required at the meeting.

13. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc., having photo identity) while attending the meeting.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company – M/s. Sharex Dynamic (India) Private Limited.

15. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.

16. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

    Members are thus requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed to this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post/email.

    The e-mail ID provided shall be updated subject to successful verification of their signatures as per record available with the RTA of the Company.

17. Route Map for the venue of the ensuing Annual General Meeting of the Company is appearing at the end of the Annual Report.

18. **E-voting process:**

    Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting (AGM) to be held on Tuesday, 27th September, 2016. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

    The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 26th AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

    The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Tuesday, 20th September, 2016 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Tuesday, 20th September, 2016 only.

    The e-voting facility is available at the link www.evotingindia.com.

**(A) Procedure / instructions for e-voting are as under:**

(i) The remote e-voting period will commence on Saturday, 24th September, 2016, (9.00 a.m.) and ends on Monday, 26th September, 2016 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Tuesday, 20th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

(ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" to cast vote.

(iv) Now Enter the User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.

(vii) If any member is a first time user, follow the steps given below:

| | **For Members holding shares in Demat Form and Physical Form** |
|---|---|
| PAN | Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (printed on the Attendance Slip) in the PAN field.<br>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password same needs to be reset.

(xii) If members are holding shares in Demat form and had logged on to www.evotingindia.com and casted their vote earlier for EVSN of any company, then the existing login id and password are to be used.

(xiii) Click on the EVSN for DSJ COMMUNICATIONS LIMITED on which the members choose to vote.

(xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that the member assent to the Resolution and option NO implies that the member dissent to the Resolution.

(xv) Click on the "RESOLUTIONS FILE LINK" if member wish to view the entire AGM Notice.

(xvi) After selecting the resolution members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and accordingly modify their vote.

(xvii) Once members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.

(xviii) Members can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xx) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Tuesday, 27th September, 2016.

**(B) General:**

(i) In case of any queries regarding e-voting, members may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under 'HELP' section or write an email to helpdesk.evoting@cdslindia.com.

(ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 20th September, 2016.

(iii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 20th September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

(iv) However, if members are already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting the vote. If they forget their password, they can reset their password by using "Forgot User Details/Password" option available on www.evotingindia.com.

(v) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

(vi) The facility of voting through polling papers shall also be made available at the venue of the 26th AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(viii) In case, shareholders cast their vote through both remote e-voting and voting through polling paper, then vote casted through remote e-voting shall be considered and vote casted through polling paper shall be treated as invalid.

(ix) M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(x) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after its declaration by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

18. The Notice of the 26th Annual General Meeting and instructions for remote e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are sent by courier.

## STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

**Item No. 4**

The Company obtains loans from New Bonanza Impex Private Limited, an Entity where Directors and Promoters have significant influence as per the applicable Accounting Standards. The Company has also obtained necessary approvals from its Shareholders vide Special Resolution passed at the Annual General Meeting held on 28th September, 2015.

As per the provisions of Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all existing material related party contracts or arrangements entered into prior to the date of notification of above mentioned Regulations and which may continue beyond such date shall be approved by the shareholders in the General Meeting held subsequent to notification of these Regulations i.e. 1st December, 2015.

Hence the transactions with the corporate entity mentioned in the Resolution is placed before the shareholders for approval again, in respect of the related party transactions for the FY 2016-17 and FY 2017-18.

Further, considering the ongoing initiatives taken by the company for 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 secure manner, the company needs funds in the form of loans. In view of the same, the company has estimated the amount of the funds required for the FY 2018-2019 also.

Further, the Company may also obtain loan from Mr. Vijaysingh Padode, Chairman & Managing Director and Promoter of the Company as and when required.

As per the provisions of Regulation 23(4) of the Listing Regulations, a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with the previous transactions during a financial year; exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Currently, the Company is not carrying on any business. Hence, the turnover of the Company is NIL since quite some years. The Company obtains loan for making the payment of day to day administrative expenses. Hence, all transactions of the Company with its related parties are in ordinary course of business and at arms' length basis and being material in nature, per se, requires approval of the unrelated shareholders of the Company in a general meeting by an Ordinary Resolution.

The details regarding proposed transactions with the said parties are as follows:

| | | | |
|---|---|---|---|
| a. | **Name of Related Party** | New Bonanza Impex Private Limited | Mr. Vijaysingh Padode |
| b. | **Name of Director / Promoter who is related** | 1. Mr. Vijaysingh Padode, Chairman & Managing Director and Promoter<br>2. Mr. Sanjay V. Padode, Director and Promoter<br>3. Mr. Rajesh Padode, Promoter | N.A. |
| c. | **Nature of relationship** | Entity where Directors and Promoters have significant influence as per the applicable Accounting Standards | Chairman & Managing Director and Promoter |