

DSJ COMMUNICATIONS LIMITED

21ST ANNUAL REPORT

2010 - 2011

BOARD OF DIRECTORS

Mr. Vijaysingh B. Padode	:	Chairman and Non Executive Non Independent Director
Mr. Tarun Pal (up to 31.05.2011)	:	Non Executive Independent Director
Mr. Pratap Padode (up to 11.06.2011)	:	Non Executive Non Independent Director
Mr. Sanjay V. Padode (w.e.f. 11.06.2011)	:	Non Executive Non Independent Director
Mr. Nitin N. Sawant (w.e.f. 31.05.2011)	:	Non Executive Independent Director
Mr. Jayesh Dadia (w.e.f. 10.06.2011)	:	Non Executive Independent Director

AUDITORS

S. V. NAVALKAR & ASSOCIATES
Chartered Accountant

BANKERS

The National Cooperative Bank
Axis Bank

REGISTERED OFFICE

31 -A, Noble Chambers, 4th Floor
Janmabhoomi Marg, Fort, Mumbai 400001

REGISTRAR AND TRANSFER AGENT

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

INDEX

CONTENTS	Page No.
Notice	4
Directors Report.....	12
Corporate Governance Report.....	17
Auditors' Report.....	25
Annual Accounts.....	28
Proxy Form and Attendance slip.....	39

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of DSJ COMMUNICATIONS LIMITED will be held on Friday, September 30, 2011 at 2:00 p.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 31st March, 2011, Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To reappoint statutory auditors, M/s S. V. Navalkar & Associates to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

3. **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 Article 125 of Articles of Association of the Company and Sections 198, 269, 309, 310 and 316 read with the Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Vijaysingh Padode, as the Managing Director of the company for a period of five years with effect from 23rd August, 2011 upon the following terms and conditions be and is hereby approved:

1. The Managing Director shall exercise and perform such powers and duties as the Board of Directors (hereinafter called the “Board”) may from time to time determine and subject to any directions and restrictions given and imposed by the Board, shall look after such aspects of the Business of the Company which are assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board of Directors.
2. He shall, throughout the said term, devote the whole of his time, attention and abilities to the business of the Company and shall conform to and comply with the directions and regulations issued by the Board, and shall faithfully serve the Company and use his utmost endeavor to promote the interest thereof.
3. The terms and conditions of the appointment and / or remuneration of the Managing Director may be varied by the Board of Directors in such manner as may be mutually agreed between the Board and the Managing Director subject to applicable provisions of the Companies Act, 1956.

4. The Managing Director shall be entitled to be reimbursed all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business / affairs of the Company.
5. The Managing Director shall not draw any remuneration for the services rendered to the Company.
6. The Managing Director shall observe secrecy in respect of the business affairs of the Company.

RESOLVED FURTHER that pursuant to the Articles of Association of the Company, Mr. Vijaysingh Padode shall not retire by rotation;

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

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

“**RESOLVED THAT** Mr. Nitin Sawant who was appointed as an Additional Director of the Company with effect from 31st May, 2011 and who holds office upto the date of this Annual General meeting of the Company in terms of section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from member under section 257 of the Act 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 necessary acts, deeds and things, which may be necessary or proper to give effect to aforesaid resolution.”

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

“**RESOLVED THAT** Mr. Jayesh Dadia who was appointed as an Additional Director of the Company with effect from 10th June, 2011 and who holds office upto the date of this Annual General meeting of the Company in terms of section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from member under section 257 of the Act 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.”

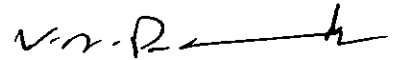
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all necessary acts, deeds and things, which may be necessary or proper to give effect to aforesaid resolution.”

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

“RESOLVED THAT Mr. Sanjay Padode who was appointed as an Additional Director of the Company with effect from 11th June, 2011 and who holds office upto the date of this Annual General meeting of the Company in terms of section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice from member under section 257 of the Act 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 necessary 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: 5th September, 2011

Regd. 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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The register of members and Share Transfer Register of the Company shall remain closed from Tuesday, 27th September, 2011 to Friday, 30th September, 2011 (both days inclusive).
3. Members desirous of obtaining information concerning the accounts of the company are requested to address their queries to the Company at least seven days in advance of the meeting, so that the information required can be made readily available at the meeting.
4. 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.
5. 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.
6. The Register of Director's Shareholdings, maintained under Section 307 of the Companies Act, 1956 is open 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 Annual General Meeting and during the Annual General Meeting.
7. Members holding shares in physical form are requested to notify immediately any changes in their address to the Company quoting their folio numbers. Members holding shares in electronic form may update such details with their respective Depository Participants.
8. Members are requested to address all correspondence to the Registrar and Share Transfer Agent – Sharex Dynamic (India) Private Limited at Unit No.1, Luthra Industrial Estate, Safed Pool, AndheriKurla Road, Andheri (East), Mumbai – 400 072.
9. Details of Directors seeking appointment at the ensuing Annual General Meeting to be held on Friday, 30th day of September, 2011 (in pursuance of Clause 49 of the Listing Agreement):

Particulars	Details	
Name of the Director	Mr. Nitin Sawant	Mr. Jayesh Dadia
Date of Birth	25/01/1967	23/07/1956
Nationality	Indian	Indian
Date of appointment as Director	31/05/2011	10/06/2011
Category	Independent Director	Independent Director
Qualification	Master of Arts	B.Com, FCA
Experience / Expertise	Mr. Nitin Sawant is having experience of more than 20 years	Mr. Jayesh Dadia is a Practicing Chartered Account having

	in the Media (Journal and Press) Industry.	experience of Tax and Audit for almost last 30 years.
Shareholding in the Company (Face Value of Re.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. • Laxmi Agrotech Pvt. Ltd. • Ramdeoiji Developers Pvt. Ltd. • New Bonanza Impex Pvt. Ltd. • Dalal Street Press Ltd. • Shree Ramdeoiji 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 Ramdeoiji Holdings and Leasing Pvt. Ltd. 	<ul style="list-style-type: none"> • Puneet Resins Limited • Walkwater Consultants Pvt. Ltd. • Tooltech Global Engineering Pvt. Ltd. • PPFAS Trustee Company Pvt. Ltd.
Relationship with existing Directors of the Company	Not related	Not related

Particulars	Details	
Name of the Director	Mr. Sanjay Padode	Mr. Vijaysingh Padode
Date of Birth	31/08/1966	11/02/1935
Nationality	Indian	Indian
Date of appointment as Director	11/06/2011	11/08/2011 (as Managing Director)
Category	Promoter, Non Executive, Non Independent Director	Promoter, Managing Director
Qualification	M. Sc. (in Math), B. E.	M. Com, M. A. (Eco.), LLB
Experience / Expertise	Mr. Sanjay Padode is specialized in IT skills and has worked on large projects like implementing paperless	Mr. Vijaysingh Padode is a Chief Editor and Founder of Dalal Street Investment Journal and Flash News

	offices, office automation and workflow management. Currently, he has been appointed as MD in a publishing company.	Investment Weekly since 19 years. He has introduced number of publication in the financial market known as Stock Market Book, Corporate Results, and many other such journals.
Shareholding in the Company (Face Value of Re.1/- per share)	2937200 (As on 31.03.2011)	4323100 (As on 31.03.2011)
List of Directorship held in other Companies	<ul style="list-style-type: none"> • Dalal Street Presee Ltd. • Dalal Street Credit Capital Ltd. • Dataline and Research Technologies (India) Ltd. • Nine Media and Information Services Ltd. • Get Ahead Education Ltd. • DSIJ Pvt. Ltd. • Sphere Agrotech Ltd. • Tanveer Land Developers Pvt. Ltd. • Resolute Resource Solutions Pvt. Ltd. 	<ul style="list-style-type: none"> • DSJ Communications Limited • Padode Communications Limited • Narad Investment and Trading Private Limited • Dalal Street Press Limited • Dalal Street Credit Capital Limited • Dataline and Research Technologies (India) Limited • Shree Ramdeoji Holdings and Leasing Private Limited • Nine Media and Information Services Limited • Ramdeoji Developers Private Limited • Sphere Agrotech Limited • Achievements Merchandise Private Limited
Relationship with existing Directors of the Company	Son of Mr. Vijaysingh Padode	Father of Mr. Sanjay Padode

10. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act 1956 is annexed hereto and forms part of this notice.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956)

ITEM NO. 4

Since, the present paid up capital of the Company is above Rs.5 Crore and as per provisions of Section 269 of the Companies Act, 1956; the Company is required to have a Managing Director.

The Board of Directors, in their meeting held on 23rd August, 2011 have appointed Mr. Vijaysingh Padode as Managing Director of the Company for a period of 5 (five) years with effect from 23rd August, 2011 on such terms and conditions as mentioned in resolution at item No.4 of this notice.

Mr. Vijaysingh Padode is a Promoter Director and associated with the Company since incorporation. He is a B.Com. M.A. L.L.B having rich experience in the field of finance and taxation and is pioneer in establishing the Dalal Street Journal

The Board of Directors recommends the passing of the Special Resolution as set out at item No. 4 of this notice.

Except Mr. Vijayshing Padode and Mr. Sanjay Padode, no other Director is concerned or interested in the said resolution.

ITEM NO. 5

Mr. Nitin Sawant who was appointed as an Additional Director of the Company with effect from 31st May, 2011 and holds the office as an Additional Director upto the date of ensuing Annual General meeting of the Company in terms of section 260 of the Companies Act, 1956.

Your Directors recommend the Ordinary Resolution as set out at Item No. 5 of the Notice for your approval in the interest of the Company.

Except Mr. Nitin Sawant, no other Director is concerned or interested in the said resolution..

ITEM NO. 6

Mr. Jayesh Dadia who was appointed as an Additional Director of the Company with effect from 10th June, 2011 and holds the office as an Additional Director upto the date of ensuing Annual General meeting of the Company in terms of section 260 of the Companies Act, 1956.

Your Directors recommend the Ordinary Resolution as set out at Item No. 6 of the Notice for your approval in the interest of the Company.

Except Mr. Jayesh Dadia, no other Director is concerned or interested in the said resolution

ITEM NO. 7

Mr. Sanjay Padode who was appointed as an Additional Director of the Company with effect from