

DSJ COMMUNICATIONS LIMITED

25th ANNUAL REPORT

2014 - 2015

BOARD OF DIRECTORS:

Mr. Vijaysingh Padode	: Chairman & Managing Director
Mr. Sanjay Padode	: Non-Executive Director
Mr. Nitin Sawant	: Independent Director
Mr. Rakesh Magaji	: Independent Director (upto 11 th February, 2015)
Ms. Poorva Saket Dublay	: Independent Director (w.e.f.11 th February, 2015)

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 Ltd.

REGISTERED OFFICE:

31–A, Noble Chambers, 4th Floor
Janmabhoomi Marg, Fort, Mumbai 400001.
Tel: 022 43476012/13,
Email: 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 Vasanti 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 25th Annual General Meeting of the members of **DSJ COMMUNICATIONS LIMITED** will be held on Monday, 28th day of September, 2015 at 3.30 p.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, 2015 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sanjay Padode, Director (DIN: 00338514), 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 2016.

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, 2016, 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, 2016 in consultation with the auditors.”

SPECIAL BUSINESS:

4. **Appointment of Ms. Poorva Dublay as an Independent Director of the Company:**

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

“RESOLVED THAT Ms. Poorva Dublay (DIN: 07078673), who was appointed as an Additional (Independent) Director of the Company with effect from 11th February, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 to hold office as such up to 10th February, 2020, who shall not be liable to retire by rotation.”

5. **Approval for related party transactions:**

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

“RESOLVED THAT pursuant to the provisions of amended Clause 49 of the Listing Agreement, consent of the members of the Company be and is hereby accorded to enter into related party transactions with the following party for a period of 3 years w.e.f. 1st April, 2015 for the values as follows:

Name of the Related Parties	Nature of Transaction	Approximate Value of Transaction (₹ In Lacs)			
		01.04.2015 To 28.09.2015	29.09.2015 To 31.03.2016	2016-17	2017-18
New Bonanza Impex Private Limited, an Entity where Directors and Promoters have significant influence as per the applicable Accounting Standards	Borrowings	100	400	600	700

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

By Order of the Board of Directors

Place: Mumbai
Date: 12th August, 2015

Vijaysingh Padode
Chairman & Managing Director

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

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 dully filled in Attendance slip along with the 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 Directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
5. Pursuant to Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2015 to Monday, 28th September, 2015 (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 Agent (RTA) quoting their Folio Number and Bank Account Details alongwith self-attested documentary proofs. Members holding shares in demat 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, 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 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.
11. 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 Original Share Certificates to enable the Company to consolidate their holdings in one folio to facilitate better services.
12. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voters' Identity Card, etc. having photo identity) while attending the meeting.
13. The Securities and Exchange Board of India 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 Registrars & Share Transfer Agent of the Company – M/s. Sharex Dynamic (India) Private Limited.
14. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agent, 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, if the details are not furnished earlier.

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

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

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

16. The Notice of the 25th 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 being sent by courier.
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, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 25th Annual General Meeting to be held on Monday, 28th September, 2015. 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 25th AGM. The members attending the meeting, who have already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend and participate at 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 Monday, 21st September, 2015 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. 21st September, 2015 only.

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

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

- (a) The remote e-voting period will commence on Friday, 25th September, 2015 (9:00 a.m.) and ends on Sunday, 27th September, 2015 (5:00 p.m.). During the e-voting 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. Monday, 21st September, 2015, may cast their votes 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.
- (b) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (c) Click on "Shareholders" to cast your votes.
- (d) Fill up the following details in the appropriate boxes:
 - (i) Now Enter your 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.
 - (ii) Next enter the Image Verification as displayed and Click on Login.
 - (iii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (iv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> 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.
	<ul style="list-style-type: none"> 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. E.g. 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 your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> 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 (d)(i).

- (e) After entering these details appropriately, click on "SUBMIT" tab.
- (f) 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 change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting on resolution 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.
- (g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (h) Click on the EVSN for DSJ COMMUNICATIONS LIMITED on which you choose to vote.
- (i) 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (j) Click on the 'Resolution File Link' if you wish to view the entire AGM Notice.
- (k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (l) Once you 'CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (n) 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.
- (o) Note for Institutional Shareholders and Custodian:
- Institutional 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 mailed 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 Monday, 28th September, 2015.

(B) General:

- (a) In case of any queries regarding e-voting you 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.
- (b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (c) 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 21st September, 2015.
- (d) 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. 21st September, 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- (e) However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
- (f) 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.
- (g) 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.
- (h) M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (i) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (j) 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 three days 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.
- (k) 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 the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

In pursuance of Clause 49 (VIII)(E) of the Listing Agreement, the details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. Sanjay Padode	Mr. Poorva Saket Dublay
DIN	00338514	07078673
Date of Birth	31 st August, 1965	2 nd March, 1990
Nationality	Indian	Indian
Date of appointment as director	11 th June, 2011	11 th February, 2015
Designation	Director	Independent Director
Qualification	Master in Science (Math) and Bachelor of Engineering (B.E)	Bachelors in Computer Applications and Post-Graduation Diploma in Banking Operations
Experience/Expertise	He is specialized in IT Skills and has worked on large projects like implementing paperless offices, Office automation and workflow management.	She has experience in Business Management and working with Banking Sector.
Shareholding in the Company (Equity Shares of Re. 1/- each)	2937200 (3.71%) Equity Shares	NIL

List of Directorships held in various 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 Technologies (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. • Laxmi Vijay Education Foundation • New Bonanza Impex Private Limited 	NIL
List of Chairmanship and Membership of various committees in Public Companies	<p>I. Chairman in Stakeholders Relationship Committee.</p> <ul style="list-style-type: none"> • Nine Media Information Services Limited <p>II. Member in:</p> <p>1. Audit Committee:</p> <ul style="list-style-type: none"> • Nine Media Information Services Limited. • Dataline and Research Technologies (India) Limited <p>2. Stakeholders Relationship Committee.</p> <ul style="list-style-type: none"> • Dataline and Research Technologies (India) Limited 	NIL
Relationship with existing Directors of the company	Mr. Sanjay Padode is son of Mr. Vijaysingh Padode, Chairman and Managing Director of the Company	Not Related

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 4**

Ms. Poorva Dublay who has been appointed as an Additional Independent Director for a period of five years with effect from 11th February, 2015, subject to approval of shareholders at the ensuing Annual General Meeting and is eligible for appointment as Director of the Company. She is a Bachelor in Computer Applications and holds a Post-Graduation Diploma in Banking Operations.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

Ms. Poorva Dublay has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from a member along with requisite deposit under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director. Further, she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as director.

In the opinion of the Board, Ms. Poorva Dublay fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management.

The Nomination & Remuneration Committee has also recommended the appointment of Ms. Poorva Dublay as Independent Director for a period of 5 years.

The draft letter of appointment is available for inspection by members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working day of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice, in relation to appointment of Ms. Poorva Dublay as an Independent Director, for the approval by the shareholders of the Company.

Ms. Poorva Dublay is not holding any shares in the Company. Except Ms. Poorva Dublay, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the said resolution.

Item No. 5

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.