

# **DSJ COMMUNICATIONS LIMITED**

**27<sup>TH</sup> ANNUAL REPORT**

**2016-2017**



**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 (upto 10.08.2017)

**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, 4<sup>th</sup> Floor,  
Janmabhoomi Marg, Fort, Mumbai 400001.

Tel: 022-4347 6012/13,

**E-mail:** [compliance.dsj@gmail.com](mailto:compliance.dsj@gmail.com)

**Website:** [www.dsjcommunication.com](http://www.dsjcommunication.com)

**REGISTRAR & SHARE TRANSFER AGENT**

Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Industrial Premises,

1<sup>st</sup> 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](mailto:sharexindia@vsnl.com)

**Website:** [www.sharexindia.com](http://www.sharexindia.com)

**INDEX**

<b>Contents</b>	<b>Page No.</b>
Notice.....	04
Board's Report.....	10
Secretarial Audit Report .....	25
Management Discussion and Analysis.....	29
Report on Corporate Governance .....	31
Independent Auditor's Report.....	46
Balance Sheet .....	52
Statement of Profit & Loss.....	53
Cash Flow Statement .....	54
Significant Accounting Policies and Notes to Financial Statements.....	56
Proxy Form	
Attendance Slip (loose leaf)	

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

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of **DSJ COMMUNICATIONS LIMITED** will be held on Monday, 25<sup>th</sup> day of September, 2017 at 3.00 p.m. at Maharashtra Chamber of Commerce, Industry & Agriculture at Kasliwal Board Room, Oricon House, 6<sup>th</sup> 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 31<sup>st</sup> March, 2017 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 (FRN: 111850W) as approved by members at the 24<sup>th</sup> Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting upto the conclusion of 28<sup>th</sup> Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2017-18.

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 the resolution passed by the members at the 24<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2014 for appointment of M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (Firm Registration No. 111850W) as Statutory Auditors of the Company to hold office from the conclusion of 24<sup>th</sup> AGM till the conclusion of 28<sup>th</sup> AGM to be held for the financial year ending 31<sup>st</sup> March, 2018, the consent of the members be and is hereby accorded to ratify of the appointment of M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W) to hold office from the conclusion of 27<sup>th</sup> AGM to 28<sup>th</sup> AGM 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 31<sup>st</sup> March, 2018 in consultation with the auditors.”

**By Order of the Board of Directors**

**Place: Mumbai****Date: 21<sup>st</sup> August, 2017**

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

**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. Members/Proxies are requested to bring duly filled in Attendance Slip along with their copy of Annual Report at the Annual General Meeting (AGM). 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.
3. 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.
4. Pursuant to provisions of Section 91 of Companies Act, 2013, the Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, 19<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 (both days inclusive).
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
6. 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.
7. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
8. 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 Premises, 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.
9. 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.
10. 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.
11. 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.
12. 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.

13. 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.
14. 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.
15. 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 in 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.

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.

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

**17. Voting through electronic means:**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 27<sup>th</sup> Annual General Meeting (AGM) to be held on Monday, 25<sup>th</sup> day of September, 2017. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 27<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Monday, 18<sup>th</sup> September, 2017 as the 'Cut-off Date'. The 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. Monday, 18<sup>th</sup> September, 2017 only.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). E-voting is optional.

**(A) The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 22<sup>nd</sup> September, 2017, (9.00 a.m.) and ends on Sunday, 24<sup>th</sup> September, 2017, (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) of Monday, 18<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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 you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip.</li> </ul>
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"> <li>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).</li> </ul>

- (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 for 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) Click on the EVSN for **DSJ Communications Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders 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, Apple and**

**Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) 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](http://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](mailto: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](mailto: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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(B) General:**

- (i) 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. Monday, 18<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (ii) However, if members are already registered with CDSL for 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](http://www.evotingindia.com).
- (iii) A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- (iv) The facility of voting through polling papers shall also be made available at the venue of the 27<sup>th</sup> AGM for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- (v) 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 polling paper.
- (vi) In case, shareholders cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote casted through polling paper shall be treated as invalid.
- (vii) 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.
- (viii) 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 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.



- (ix) 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.
18. The Notice of the 27<sup>th</sup> Annual General Meeting and instructions for 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.

**In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institutes of Company Secretaries of India (ICSI), the details of Director seeking re-appointment at the ensuing Annual General Meeting are as follows:**

Name of Director	Mr. Sanjay Padode
DIN	00338514
Date of Birth / Age	31 <sup>st</sup> August, 1965 (52 years)
Nationality	Indian
Date of appointment as director	11 <sup>th</sup> June, 2011
Designation	Director (Non-Executive, Non-Independent)
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 (Equity Shares of Re. 1/- each)	2937200 (3.71%) Equity Shares
Names of other companies in which the director also holds Directorship	<ol style="list-style-type: none"> <li>1. Sphere Agrotech Limited</li> <li>2. Dalal Street Press Limited</li> <li>3. New Bonanza Impex Private Limited</li> <li>4. Get Ahead Education Limited</li> <li>5. Nine Media And Information Services Limited</li> <li>6. Dataline And Research Technologies (India) Limited</li> <li>7. Home Catering Services Private Limited</li> <li>8. DSIJ Private Limited</li> <li>9. Resolute Resource Solutions Private Limited</li> <li>10. Tanveer Land Developers Private Limited</li> <li>11. Artha Real Estate Corporation Limited</li> <li>12. VijayBhoomi Education Foundation</li> <li>13. Dalal Street Credit Capital Limited</li> </ol>
Names of other companies in which the director also holds membership of Committees of the Board	NIL
Relationship with existing Directors of the company	Mr. Sanjay Padode is Son of Mr. Vijaysingh Padode, Chairman & Managing Director of the Company.
Terms and Conditions of appointment or re-appointment and remuneration sought to be paid	Non-Executive Director liable to retire by rotation without any remuneration
No. of meetings attended during F.Y. 2016-17	4 (Four)

**BOARD'S REPORT**

To  
The Members

**DSJ COMMUNICATIONS LIMITED**

Your Directors presents the 27<sup>th</sup> Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017.

**FINANCIAL HIGHLIGHTS:****(₹ in Lakhs)**

<b>Particulars</b>	<b>Year Ended 31<sup>st</sup> March, 2017</b>	<b>Year Ended 31<sup>st</sup> March, 2016</b>
Total Revenue	8.83	0.06
Less: Total Expenditure	20.52	18.31
Profit/ (Loss) before Depreciation and Amortization, Finance Cost and Tax	(11.69)	(18.25)
Less: Depreciation and Amortization Expenses	-	-
Less: Finance Cost	5.08	3.83
Profit/(Loss) before tax	(16.77)	(22.07)
Less: Provision for tax	-	-
Profit/(Loss) after tax	(16.77)	(22.07)
Balance of Profit/(Loss) as per last Balance Sheet	(5,032.41)	(5,010.34)
Balance of Profit/(Loss) carried to Balance Sheet	(5,049.18)	(5,032.41)

**REVIEW OF OPERATIONS:**

During the year under review, the total revenue earned by the Company was ₹ 8.83 Lakhs as compared to ₹ 0.06 Lakhs during the previous financial year 2015-16. Loss after tax incurred during the year was ₹ 16.77 Lakhs as compared to ₹ 22.07 Lakhs during previous financial year.

**TRANSFER TO RESERVE:**

During the year under review, no amount was transferred to Reserve.

**DIVIDEND:**

In view of the losses incurred, your directors do not recommend any dividend for the year under review.

**SHARE CAPITAL:**

There was no change in Share Capital of the Company during the year 2016-17.

**CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of business of the Company.

**PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.