

DSJ Communications Limited

30TH ANNUAL REPORT

2019-2020

BOARD OF DIRECTORS AND KEY-MANAGERIAL PERSONNEL:

Mr. Sanjay Padode	: Chairman & Managing Director (w.e.f.30 th August, 2019)
Mr. Nitin Sawant	: Independent Director
Mrs. Sujata Poojari	: Independent Director
Mr. Ganesh Pawar	: Independent Director

CHIEF FINANCIAL OFFICER

Mr. Arvind Manor

COMPLIANCE OFFICER

Mr. Sanjay Padode

STATUTORY AUDITORS:

M/s. J. D. Jhaveri & Associates
Chartered Accountants, Mumbai

SECRETARIAL AUDITORS:

M/s. Pankaj Nigam & Associates
Company Secretaries, Ghaziabad

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 - 400 083.
Tel: 022-4347 6012/13,
compliance.dsj@gmail.com
www.dsjcommunication.com

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai – 400 083
Tel: 022 28515606/644, 28516338;
Fax: 022 28512885;
investor@sharexindia.com
www.sharexindia.com

INDEX

Contents	Page Nos.
Notice of Annual General Meeting.....	03
Boards' Report.....	12
Secretarial Audit Report	33
Management Discussion and Analysis	36
Statutory Auditors' Report.....	40
Balance Sheet.....	47
Statement of Profit & Loss.....	48
Cash Flow Statement	49
Significant Accounting Policies and Notes to Financial Statements.....	51

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.ds@gmail.com**Website:** www.dscommunication.com**NOTICE**

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **DSJ COMMUNICATIONS LIMITED** will be held on Wednesday, 30th day of September, 2020 at 2:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Padode, Chairman and Managing Director (DIN: 00338514), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. ALTERATION IN THE MEMORANDUM OF ASSOCIATION FOR CHANGE OF THE MAIN OBJECT CLAUSE OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) and necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Mumbai and/ or the Stock Exchanges where the shares of the Company are listed and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), as it may deem fit, the consent of the members be and is hereby accorded to replace the existing Main objects under clause III(A) of the Memorandum of Association of the Company with the following new clause:

1. To acquire, setup, construct, purchase, establish, run, maintain, operate, manage, school, colleges, universities, educational institutions, scientific and other research institutions, training and professional institutes, certification courses including ISO certified courses, online platforms for technical and cultural education, academic coaching centre, vocational training centre, management training, call centre training, computer training centre, learning centres, languages including foreign languages development centre, personality development centre, learning centre for songs-music-dance-drama, cultural training centres and other similar activities of our own or under any franchisee agreement, licensing some Pedagogical Innovations, provide assistance, technical know-how, research publication, expertise, campus management, Quality Assurance Mentoring for institutes and universities and to others, counseling for higher studies in India or abroad and act as consultant, advisor, agent, representatives for any education in India and abroad, placement services and supply of manpower to employers and to act as advisors, consultants or in any other capacity in various fields including financial, technical, marketing and general management.
2. To carry on the business of providing all and any facilities, services, infrastructure for educational institutes such as universities, deemed universities, schools, colleges, management and technical institutions of all kinds and descriptions including libraries, laboratories, or other educational units and to facilitate loans, scholarships with or without securities and on such terms and conditions, including free of interest to students for the purposes of education, local and international travel, attending seminars.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and submit necessary papers, documents, forms, etc. with the Registrar of Companies (ROC) and/or any other authority(ies) and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, for and on behalf of the Company, to give effect to the foregoing resolution.”

4. APPROVAL FOR RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to enter into following material related party transactions in which directors of the Company are interested as per details given below:

Name of the Related Parties	Nature of Transaction	Approximate Value of Transaction (Rs. in Lakhs)		
		01.10.2020 to 31.03.2021	2021-22	2022-23
Vijaybhoomi Education Foundation	Availing or rendering services for running education and other support services	200	200	200
Vijaybhoomi University	Availing or rendering services for running education and other support services	200	200	200
New Bonanza Impex Private Limited	Availing or rendering services for running education and other support services	200	200	200
Get Ahead Education Limited	Availing or rendering services for running education and other support services	200	200	200

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: Bangalore
Date: 01st September, 2020

Sanjay Padode
Chairman & Managing Director
DIN: 00338514

NOTES:

- Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) is annexed hereto.
- Pursuant to the General Circular numbers 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (“MCA”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
- The AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- Corporate Members intending to appoint their authorised representatives pursuant to Sections 113 of the Companies Act, 2013 to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2020. Members seeking to inspect such documents can send an email to compliance.dsj@gmail.com.
8. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Securities Depository Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by CDSL.
9. In compliance with the aforesaid Circulars, Notice of the 30th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories").
10. Members may note that the Notice of the 30th AGM and Annual Report 2019-20 will also be available on the Company's website www.dsjcommunication.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Brief resume of the Director proposed to be re-appointed at the AGM through VC / OAVM, in terms of Regulation 36(3) of Listing Regulations and Secretarial Standard 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 pertaining to their re-appointment.
13. Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members & Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of AGM held through VC / OAVM.
14. 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 along with self-attested documentary proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
15. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 read with the SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, company's shares can be transferred in dematerialized form only. Hence Members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if they so desire.
16. Members holding shares in identical order of names in one or more 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.
17. 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 or by writing an email to compliance.dsj@gmail.com at least 7 (Seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
18. The Equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited.

19. 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.
20. 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.
21. 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.

Accordingly members are requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached 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.

22. Information Relating to joining the AGM and E-Voting process are as under:

- In compliance with the 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their vote electronically on the resolutions mentioned in the Notice of the 30th Annual General Meeting (AGM) of the Company dated 01st September, 2020. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide the e-voting facility.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairperson of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Auditors are not restricted on first come first serve basis.
- The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process at the AGM in a fair and transparent manner. The Company has fixed Wednesday 23rd September, 2020 as the 'Cut-off Date'. The e-voting /voting rights of the Members/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Wednesday, 23rd September, 2020.

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

A. Procedure/ Instructions for e-voting before/during the AGM are as under:

- (i) The voting period begins on 27th September, 2020 (9.00 a.m. IST) and ends on 29th September, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on Wednesday, 23rd September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.
- (iii) The Members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module to cast vote.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) 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 Members as well as physical Members).
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA.
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 (vi)

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for <**DSJ Communications Limited**> on which you choose to vote.
- (xiii) On the voting page, members 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 member assent to the Resolution and option NO implies that member dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if member wish to view the entire Resolution details.
- (xv) After selecting the resolution members decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If members wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) Members can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Members can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

23. Process for those Members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice of AGM:

- (i) For Physical Members- please provide necessary details like Folio No., Name of Members, scanned copy of the Share Certificate (front and back), PAN (self - attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company's mail id or RTA email id compliance.dsj@gmail.com / investor@sharexindia.com
- (ii) For Demat Members- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self -attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to the Company's mail id or RTA email id compliance.dsj@gmail.com / investor@sharexindia.com
- (iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned Members.

24. Instructions for Members attending the AGM through VC/OAVM are as under:

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under Members/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending a request in advance atleast **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Company's email id compliance.dsj@gmail.com. The Members who do not wish to speak during the AGM but have queries may send their queries in **advance 7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number Company's email id compliance.dsj@gmail.com. These queries will be replied to by the company suitably through the email id.
- (vi) Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (vii) Note for Non – Individual Members and Custodians
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at scrutinizer@mgconsulting.in and to the Company at compliance.dsj@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

These details and instructions form an integral part of the Notice for the 30th Annual General Meeting to be held through VC / OAVM on Wednesday, 30th September, 2020.

25. General instruction for Members:

- (i) 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 Wednesday, 23rd September, 2020.
- (ii) 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. Wednesday, 23rd September, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- (iii) 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.
- (iv) 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 e-voting.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company viz. www.dscommunication.com and on the website of the CDSL www.evotingindia.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

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

ITEM NO:3

The Members may note that the Company intends to pivot its business model to become an educational services provider for some of the leading providers of tertiary and vocational institutes and universities. India has been clocking a Gross Enrolment Ratio (GER) of under 24% and the nation has been aspiring to enhance the same to more than 30%. An increase in the GER would enable the Country to reap its demographic dividend and add fuel to rapidly grow the economy to become one of the largest and sustainable economies of the world. As a result, the main objects of the Company would require changes. In view of the requirements, the Board of Directors at its meeting held on Friday, July 31, 2020 approved alteration in the Memorandum of Association (MOA), subject to requisite approval of shareholders of the Company and statutory authority(ies) to replace the existing Main objects under clause III(A) of the MOA of the Company with the new clause as stated in the resolution.

Pursuant to the provisions of Sections 4 and 13 of the Act, the above said proposal requires consent of the members by way of Special Resolution. In light of the above, The Board of Directors of the Company accordingly recommends the Special Resolution as set out at Item No. 3 in this Notice of AGM for approval of the Members by way of **Special Resolution**.

A copy of the existing and proposed MOA would be available for inspection for any member of the Company at website of the Company www.dscommunication.com.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO: 4

Post the approval of shareholders and statutory authority(ies) for altering the object clause of the Company, the Company may require to avail services for running education and other support services from related parties in which Directors of the Company are interested. As a result, it is proposed to seek approval for the period of three years effective from 01st October, 2020 to 31st March, 2023.

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members by Ordinary Resolution is required for all material related party transaction(s).

Currently, the Company is not carrying any profitable business. Hence, the turnover of the Company is less since quite some years. Hence, all the proposed transactions of the Company with its related parties shall be in ordinary course of business and at arms' length basis and being material in nature, require approval of the unrelated shareholders of the Company in a general meeting by an Ordinary Resolution is required.

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

a.	Name of the related party	M/s. Vijaybhoomi Education Foundation	M/s. Vijaybhoomi University	M/s. New Bonanza Impex Private Limited	M/s. Get Ahead Education Limited
b.	Name of Director and KMP interested	Mr. Sanjay Padode Mr. Rajesh Padode	Mr. Sanjay Padode	Mr. Sanjay Padode Mr. Rajesh Padode	Mr. Sanjay Padode Mr. Rajesh Padode
c.	Nature of Relationship	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards	Entity where Directors and Promoters have significant influence as per the applicable Indian Accounting Standards
d.	Nature of contract	Availing or rendering services for running education and other support services	Availing or rendering services for running education and other support services	Availing or rendering services for running education and other support services	Availing or rendering services for running education and other support services
e.	Terms of contract	1 st October, 2020 to 31 st March, 2023.	1 st October, 2020 to 31 st March, 2023.	1 st October, 2020 to 31 st March, 2023.	1 st October, 2020 to 31 st March, 2023.
f.	Monetary Value	Availing or rendering services for running education and other support services. 1. 01.10.2020 to 31.03.2021- Rs. 200 lakhs 2. 2021-22- Rs. 200 lakhs 3. 2022-23- Rs. 200 lakh	Availing or rendering services for running education and other support services. 1. 01.10.2020 to 31.03.2021- Rs. 200 lakhs 2. 2021-22- Rs. 200 lakhs 3. 2022-23- Rs. 200 lakhs	Availing or rendering services for running education and other support services. 1. 01.10.2020 to 31.03.2021- Rs. 200 lakhs 2. 2021-22- Rs. 200 lakhs 3. 2022-23- Rs. 200 lakhs	Availing or rendering services for running education and other support services. 1. 01.10.2020 to 31.03.2021- Rs. 200 lakhs 2. 2021-22- Rs. 200 lakhs 3. 2022-23- Rs. 200 lakhs
g.	The above related party transactions will be done at prevailing market price which will be at an arm's length basis.				

The above transactions were approved by the Audit Committee at its meeting held on 01st September, 2020 and is recommended by the Board of Directors vide resolution passed at its meeting held on same day viz. 01st September, 2020 to the unrelated shareholders of the Company for their approval.

The Board recommends the Ordinary Resolution as set out at item no. 4 to the Notice for approval of the members.

Except, Mr. Sanjay Padode, Chairman & Managing Director of the Company and Mr. Rajesh Padode, relative of Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Bangalore
Date: 01st September, 2020

Sanjay Padode
Chairman & Managing Director
DIN: 00338514