

DSJ COMMUNICATIONS LIMITED

22ND ANNUAL REPORT

2011 - 2012

BOARD OF DIRECTORS

Mr. Vijaysingh Padode	:	Chairman and Managing Director
Mr. Sanjay Padode	:	Non Executive Director
Mr. Rakesh Magaji	:	Independent Director (w.e.f. 28.03.2012)
Mr. Nitin Sawant	:	Independent Director
Mr. Jayesh Dadia	:	Independent Director (upto 16.03.2012)

AUDITORS

M/s. S. V. Navalkar and Associates
Chartered Accountants

BANKERS

The National Cooperative Bank
Axis Bank Ltd.

REGISTERED OFFICE

31 A, Noble Chambers,
4th Floor, JanmaBhoomi Marg,
Fort, Mumbai 400001.

REGISTRAR AND SHARE TRANSFER AGENTS

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

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NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of **DSJ COMMUNICATIONS LIMITED** will be held on Saturday, September 29, 2012 at 2:00 p.m. at the Registered Office of the Company, 31-A, Noble Chambers, 4th Floor, JanmaBhoomi Marg, Fort, Mumbai - 400 001 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Statement of Profit and Loss for the year ended as on that date and Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Nitin Sawant, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s S. V. Navalkar and Associates, Chartered Accountants (having FRN: 106981W), as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Rakesh Magaji, who was appointed as an Additional Director of the Company w.e.f. March 28, 2012 in accordance with the provisions of Article No. 41 of Articles of Association of the company and pursuant to the provisions of Section 260 of the Companies Act, 1956 holds office upto the date of ensuing Annual General meeting of the Company and in respect of whom a notice in writing alongwith requisite deposit under Section 257 of the Act is received from a member 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 such 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: August 31, 2012

Registered 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/HERSELF IN CASE OF POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act 1956 is annexed hereto and forms part of this notice.
3. 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.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, September 26,

2012 to Saturday, September 29, 2012 (both days inclusive).

5. 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.
6. Members holding shares in physical form are requested to notify any changes in their address to the Company quoting their folio numbers immediately. Members holding shares in electronic form may update such details with their respective Depository Participants.
7. Members are requested to address all correspondence to the Registrar and Share Transfer Agents - Sharex Dynamic (India) Private Limited at Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai - 400 072.
8. In pursuance of Clause 49 (IV)(G) of the Listing Agreement, the details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting to be held on Saturday, September 29, 2012, are given as follows:

Name of the Director	Mr.Nitin Sawant	Mr. Rakesh Magaji
Date of Birth	25/01/1967	19/09/1988
Nationality	Indian	Indian
Date of appointment as Director	31/05/2011	28/03/2012
Designation	Director	Director
Qualification	Master of Arts	B. Com
Experience / Expertise	He is having experience of more than 21 years in the Media (Journal and Press) Industry.	He has over 3 years of experience in Finance and Accounts.
Shareholding in the Company (Face Value of ₹.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. • LaxmiAgrotech 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. 	NIL
Relationship with existing Directors of the Company	None	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 4**

Mr. Rakesh Magaji who was appointed as an Additional Director of the Company w.e.f March 28, 2012 and pursuant to the provisions of Section 260 of the Companies Act, 1956 holds office as an Additional Director upto the date of ensuing Annual General Meeting. The Company has received a notice along with requisite deposit pursuant to the provisions of Section 257 of the Act proposing the candidature of Mr. Rakesh Magaji for the office of the Director of the Company.

Mr. Rakesh Magaji is a Bachelor in Commerce from Bangalore University and having 3 years of experience in areas of Finance and Accounts. He is having good academic background, knowledge and experience in the field of finance and accounts which will be beneficial to the Company more effectively.

Your Directors recommend the Ordinary Resolution as set out at Item No. 4 of the Notice for your approval.

Except Mr. Rakesh Magaji, none of the Directors of the Company is concerned or interested in the said resolution.

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

Place: Mumbai
Date: August 31, 2012

Vijaysingh Padode
Chairman and Managing Director

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

DIRECTORS' REPORT

Dear Members,

Your Directors present the 22nd Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended March 31, 2012.

FINANCIAL HIGHLIGHTS:

(₹ In Lakhs)

Particulars	For the Year Ended March 31,2012	For the Year Ended March 31,2011
Total Revenue	0.00	0.00
Less: Total Expenditure	24.83	82.31
Profit / (Loss) before Depreciation and Amortization expenses, Finance Cost and Tax.	(24.83)	(82.31)
Less: Depreciation and Amortization Expenses.	0.00	0.00
Less: Finance Cost	0.01	0.00
Less: Prior Period Expenses	0.00	0.00
Less: Short Provision for Taxation	0.00	(46.48)
Profit / (Loss) before Exceptional Item and Tax	(24.82)	(128.79)
Less: Exceptional Item	0.00	0.00
Profit / (Loss) before tax	(24.82)	(128.79)
Less: Provision for tax	0.00	0.00
Profit / (Loss) after tax	(24.82)	(128.79)
Balance of Profit/(Loss) as per last Balance Sheet	(4919.91)	(4791.12)
Balance of Profit/(Loss) carried to Balance Sheet	(4944.74)	(4919.91)

OPERATIONS:

During the year under review, the Company has not carried out any business activities. The management is optimistic about start of Company's business in near future.

DIVIDEND:

In view of no business activity during the year under review and accumulated losses, your directors do not recommend any dividend during the year under review.

DIRECTORS:

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Nitin Sawant, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends for his re-appointment.

During the year under review, Mr. Rakesh Magaji was appointed as an Additional Director w.e.f. March 28, 2012. He holds office upto the date of Annual General Meeting. Your Company has received a notice under Section 257 of the Companies Act, 1956 together with necessary deposit from a member proposing his candidature for office of Director at the ensuing Annual General Meeting. The Board recommends for his appointment as Director of the Company.

Mr. Jayesh Dadia, Director of the Company has resigned from the directorship of the Company w.e.f. March 16, 2012. The Board places on record its sincere appreciation for the contribution made by him during his tenure.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the Annual Accounts for the year ended March 31, 2012, the applicable accounting standards have been followed and no material departures have been made from the same;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state affair of the Company at March 31, 2012 and loss of the company for the year ended on that date;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended March 31, 2012 on a "going concern" basis.

PUBLIC DEPOSITS:

Your Company has neither accepted nor renewed any deposit within the meaning of Section 58A and 58AA of the Companies Act, 1956 and rules made there under during the year ended March 31, 2012.

STATUTORY AUDITORS:

The Statutory Auditors of the Company M/s. S. V. Navalkar and Associates, Chartered Accountants, Mumbai, retires at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. The Company has received letter from them to the effect that their re-appointment, if made, will be in accordance with the sub-section (1B) of Section 224 of the Companies Act, 1956 and that they are not disqualified from such re-appointment within the meaning of Section 226 of the said Act.

Your Directors recommend their re-appointment as Statutory Auditors of the Company to hold office from conclusion of ensuing Annual General Meeting upto the conclusion next Annual General Meeting of the Company and to audit the accounts for the financial year 2012-2013.

AUDITOR'S OBSERVATIONS:

In respect to Auditors' remarks in their report regarding no internal audit system commensurate with the size and nature of its business, relating to the interest and principal amount are not repaid regularly in respect of loans and all loans are overdue as on the date of the Balance sheet, your directors would like to state as follows :

- 1) Since no business activities are carried out during the year, no formal Internal Control System is adopted by the Company, however the Board of Directors of the Company controls over the affairs of the Company
- 2) Due to financial crunch and no business activities during the year, your Company could not pay interest on loan taken and repay loan on due date.

PARTICULARS OF EMPLOYEES:

During the year under review, no employees were in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, hence your directors have nothing to report in this regard.

LISTING OF SECURITIES:

The Company's shares are listed on BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Ahmedabad Stock Exchange Limited (ASEL). However, the Scrip has been suspended from trading at BSE Limited and National Stock Exchange of India Limited (NSE). The Company has made the application for revocation of suspension from trading in its scrip to BSE Limited on March 29, 2012 and has received the in-principle approval on August 27, 2012 for the same. The Company is in process of completing the procedure for revocation of suspension from trading in its scrip from BSE Ltd.

The Company has paid listing fees with BSE Ltd. for the financial year 2012-13.

CORPORATE GOVERNANCE:

The Company has complied with the provisions of the Clause 49 of the Listing Agreement during the year under review. A detailed report on compliance of the Corporate Governance along with certificate from Statutory Auditors' and Management Discussion and Analysis Report are attached to this Report.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in terms of requirements of clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956 regarding Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is as follows:

(A) Conservation of Energy:

In absence of any business activities carried out during the year under review, your directors have nothing to report with respect to conservation of energy.

(B) Research and Development:

The Company has not carried out any specific research activity.

(C) Technology absorption, adaption and innovation:

The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.

(D) Foreign Exchange Earnings and Outgo:

There were no transactions during the year under review in which foreign exchange earnings or outgo was involved.

ACKNOWLEDGEMENTS:

Your Directors would take this opportunity to express its deep appreciation for the assistance and co-operation received from all the Government departments, Banks, Financial Institutions and members during the year under review and also looks forward their continued support in the future. Your Directors also wish to place on record their deep appreciation for the committed services of the employees of the Company.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: August 31, 2012

Vijaysingh Padode
Chairman and Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRIAL OVERVIEW, STRUCTURE AND DEVELOPMENT:

India offers a promising market for the print media industry. India is fast becoming one of the major print producer and manufacture of printed paper products in the world markets. The bright future and the immense scope of the Indian print media have also aroused the interest of foreign investors. Foreign media has also shown interest in investing in Indian publications. A booming Indian economy, literate population on the rise, increasing consumerism, entry of global brands in the country and opening of the sector to foreign investors would drive the growth in print media.

FINANCIAL PERFORMANCE:

The Company is engaged in the business of publication of books and journals. In the current financial year due to continuous financial crunch and accumulated losses, the Company could not carry any business activity.

OPPORTUNITIES AND THREATS:

The media business is ever growing industry. Print media is the powerful way to reach the consumers at local, regional and national level. The Company is taking maximum efforts to capitalize on the business opportunities and further expect a better outlook in the coming years. Simultaneously, the unrestricted competition allowed in this industry is matter of concern for the Company. But Company is optimistic about its prospective to face the competition and achieve better results in the coming years.

RISKS AND CONCERN:

The print industry is highly competitive. The industry is not only facing competition from its peers but also from other media forms, like from television broadcasters, radio broadcasters and websites. With launch of many news channels recently, the competition has increased. The Internet has many inherent advantages over print due to its search, sort and organising functions. Though there is still time, the threat is inevitable, as is evident from the increasing Internet penetration and the fact that Internet is gaining relevance in the models of print media plays a vital role.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

In view of no business activities carried out during the year, no formal Internal Control System is adopted by the Company. However, the Board of Directors of the Company controls over the affairs of the Company.

HUMAN RESOURCE DEVELOPMENT:

The employees of the company are the key assets of the Company. The Company has formulated sound policies for employee's motivation and retention. All the required training and education are been given to them at all the required stage. Due to harmonious and cordial relation with the employees no disputes has been arisen during the year.

CAUTIONARY STATEMENT:

Statement in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Code of Corporate Governance:

Corporate Governance refers to a set of laws, regulations and good practices that enables an organization to perform efficiently and generate long term wealth and create value for its stakeholders.

The Company is making their necessary efforts to achieve the practice of good corporate governance in the interest of the investors. Pursuant to the Clause 49 of the Listing Agreement the detailed report on Corporate Governance is set below:

A. Board of Directors:

The directors are qualified professionals in business, finance and corporate management having rich knowledge, experience in the industry and related sectors for providing strategic guidance and direction to the Company.

• Composition of Board of Directors

As on March 31, 2012, the Board of Directors comprises of four directors out of which three were Non-Executive Directors. Moreover two of the Non-Executive Directors are Independent Directors. The Chairman of the Board is Executive Director. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 1956 except Mr. Vijaysingh Padode and Mr. Sanjaysingh Padode, who are relatives of each other. The Company complies with the norms prescribed under Clause 49 of the Listing Agreement for constitution of Board of Directors.

None of the directors hold membership in more than 10 committees or act as a Chairman in more than 5 committees in terms of Clause 49 of the Listing Agreement.

• Board Meetings

During the year 2011-2012, the Board of Directors met 13 (thirteen) times on April 29, 2011, May 31, 2011, June 10, 2011, June 11, 2011, July 29, 2011, August 23, 2011, September 5, 2011, September 23, 2011, October 28, 2011, January 31, 2012, March 2, 2012, March 16, 2012 and March 28, 2012. As stipulated, the gap between two board meetings did not exceed four months.

The details of composition of the Board of Directors, their attendance at each Board meeting held during the year 2011-12 and at the last Annual General Meeting and their directorships in other companies and position in various committees are as follows:

Name	Category	No. of Board Meeting Attended	Attendance at AGM held on September 30, 2011	*Number of Directorship and committee memberships and chairmanships		
				Committee		
				Directorship	Chairmanship	Membership
Mr. Vijaysingh Padode	Chairman & Managing Director	13	Yes	8	-	-
Mr. Pratap Padode (Upto 11.06. 2011)	Non Executive Director	3	-	-	-	-
Mr. Tarun Pal (Up to 31.05.2011)	Independent Director	1	-	-	-	-
Mr. Sanjay Padode (w.e.f. 11.06.2011)	Non Executive Director	9	Yes	6	-	-
Mr. Rakesh Magaji (w.e.f. 28.03.2012)	Independent Director	-	-	-	-	-
Mr. Jayesh Dadia (upto 16.03.2012)	Independent Director	6	Yes	-	-	-
Mr. Nitin Sawant (w.e.f. 31.05.2011)	Independent Director	9	Yes	5	-	-

*Excludes Alternate Directorships, Directorships in Indian Private Limited Companies and Foreign Companies and Section 25 companies and in accordance with Clause 49 of the Listing Agreement, Membership/Chairmanships of only the Audit Committee and Shareholders / Investors' Grievance Committee of all Public Limited Companies are considered, except of the Directors who have resigned during the year and for which details as on March 31, 2012 are not available.

• Committees of the Board

The Board of Directors of the Company has constituted the following Committees namely,

- (i) Audit Committee
- (ii) Investor Grievance Committee

The committees of the Board usually meet the same day in advance before the Board meeting or as and when required.

B. AUDIT COMMITTEE:

The composition, powers, role and terms of reference of the Committee are in consonance with the requirements mandated under Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement. The Audit Committee comprised of Non-Executive/ Independent Directors and Executive Director of the Company having financial background and knowledge in the business of the Company.

During the year under review, the Audit Committee met 5 (five) times on April 29, 2011, July 29, 2011, September 05, 2011, October 28, 2011 and January 31, 2012.

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Tarun Pal (Up to 31.05.2011)	Chairman	1	1
Mr. Nitin Sawant (w.e.f. 31.05.2011)	Chairman	4	4
Mr. Vijaysingh Padode	Member	5	5
Mr. Pratap Padode (Upto 11.06.2011)	Member	1	1
Mr. Jayesh Dadia (w.e.f. 10.06.2011 upto 16.03.2012)	Member	4	4
Mr. Rakesh Magaji (w.e.f 28.03.2012)	Member	-	-

The Compliance Officer of the Company acts as the Secretary to the Committee.

The terms of reference of the Audit Committee are wide. Besides having access to all the required information from within the Company, the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company. The brief description of terms of reference includes reviewing the audit and risk management function of the Company, recommending the appointment/re-appointment and fixation of remuneration of the Statutory Auditors and reviewing the financial statements before submission to the Board.

C. INVESTORS GRIEVANCE COMMITTEE

Investors grievance Committee headed by a Non-Executive/Independent Directors and Executive Director was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, dematerialization of shares, non-receipt of Dividend warrant, non-receipt of Annual Report etc. received from shareholders / investors and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible.

• Constitution and Composition

During the year under review, the Committee met 4 (four) times on April 29, 2011, July 29, 2011, October 28, 2011 and January 31, 2012.

Name of the Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Tarun Pal (Up to 31.05.2011)	Chairman	1	1
Mr. Nitin Sawant (w.e.f. 31.05.2011)	Chairman	3	3
Mr. Vijaysingh Padode	Member	4	4
Mr. Pratap Padode (Upto 11.06.2011)	Member	1	1
Mr. Jayesh Dadia (w.e.f.10.06.2011upto 16.03.2012)	Member	3	3
Mr. Rakesh Magaji (w.e.f 28.03.2012)	Member	-	-

The Compliance Officer of the Company acts as the Secretary to the Committee.

- Status of the Investor's Complaint as on March 31, 2012.**

Opening	Received during the year	Resolved during the year	Pending
60	NIL	17	43 (since resolved)

Mr. Ganesh Parthe is a Compliance Officer of the Company .

D. GENERAL BODY MEETING

- Details of Annual General Meeting held during the last three years are as follows:

Annual General Meeting	Date	Time	Venue
21 st Annual General Meeting	September 30, 2011	2.00 p.m	31- A, Noble Chambers, JanmaBhoomi Marg, Fort, Mumbai – 400001.
20 th Annual General Meeting	September 28, 2010	2.00 p.m.	31- A, Noble Chambers, JanmaBhoomi Marg, Fort, Mumbai – 400001.
19 th Annual General Meeting	September 30, 2009	4.00 p.m.	31- A, Noble Chambers, JanmaBhoomi Marg, Fort, Mumbai – 400001.

- Following Special Resolutions were passed in the last three AGMs:**

AGM held on	Special Resolution passed
September 30, 2011	Appointment of Mr. Vijaysingh Padode as a Managing Director of the Company for a period of five years w.e.f. August 23, 2011.
September 28, 2010	No Special resolution was passed.
September 30, 2009	No Special resolution was passed.

No special resolution was passed through Postal Ballot Process during the financial year 2011-12. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

E. DISCLOSURES:

- Related Party Transaction:**

The Company has not entered into any transaction with related party.

- Disclosure of Accounting Treatment:**

In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.

- Disclosure of Risk Management:**

The Company has initiated the risk assessment and minimization procedure.

- Compliance by the Company:**

The Company's shares are listed on BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Ahmedabad Stock Exchange Limited (ASEL). However, the Scrip has been suspended from trading at BSE Limited and National Stock Exchange of India Limited (NSE). The Company has made the application for revocation of suspension from trading in its scrip to BSE Limited on March 29, 2012 and has received the in-principle approval on August 27, 2012. The Company is in process of completing the procedure for revocation of suspension from trading in its scrip from BSE Ltd. Further, the Company has complied with the requirements of Securities and Exchange Board of India (SEBI).

The Company has received a show cause notice from Securities and Exchange Board of India (SEBI) for Non-redressal of investor grievances, however as on the date of signing of this report all the pending complaints have been resolved.

- Whistle Blower Policy:**

The Company has no formal Whistle Blower Policy, however it takes cognizance of complaints made and suggestions given by the employees and whenever necessary, suitable corrective steps are taken for it. No employees were denied to access the Audit Committee.

- **Code of Conduct:**

The Board has complied with the code of conduct laid down for all Board members, senior management and employees of the Company. A declaration to the effect that the Directors and Senior Managerial personnel have adhered to the same, signed by the Chairman and Managing Director of the Company, forms part of this report, which along with the Auditors' Certificate on compliance of clause 49 of the Listing Agreement by the Company.

- **Review of Director's Responsibility statement:**

The Board in its report has confirmed that the Annual Accounts for the year ended March 31, 2012 have been prepared as per applicable accounting standards and policies and the sufficient care has been taken for maintaining adequate accounting records.

- **CEO/CFO certification:**

In terms of the requirements of Clause 49(V) of the Listing Agreement, the CEO have submitted necessary certificate to the Board at its meeting held on August 31, 2012 forms part this report.

- **Code for Prevention of Insider Trading Practices:**

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1992 the Company has framed a comprehensive Code of Conduct for prevention of Insider Trading for its designated employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company.

- **Means of communication:**

1. The Company has its own website and all the vital information relating to the company and its business have been uploaded on the website for the benefit of the public at large. Company's website address is www.dsjcommunication.com.
2. The Management Discussion and the Analysis Report forms part of the Report.
3. The Company has not made any presentations to any of the Institutional Investors or to the analyst and has not made any press release during the year under review

F. General Shareholders Information

- **Registered Office:**

31-A, Noble Chambers, 4th floor, JanmaBhoomi Marg, Fort, Mumbai 400001

- **Annual General Meeting:**

Date : September 29, 2012
 Day : Saturday
 Time : 2.00 p. m.
 Venue : 31-A, Noble Chambers, 4th floor, JanmaBhoomi Marg, Fort, Mumbai 400001.

- **Financial Calendar:**

The financial year of the Company starts from April 1 of every year and ends on March 31 of the succeeding year.

Subject Matter	Tentative Dates of the Board Meeting (2012-2013)
Financial results for the quarter ended June 30, 2012	On August 13, 2012
Financial results for quarter ending September 30, 2012	By November 12, 2012
Financial Reporting of quarter ending December 31, 2012	By February 14, 2013
Financial Reporting of quarter / year ending March 31, 2013.	By May 15, 2013 (Un-audited Results) or By May 30, 2013 (Audited Results).

- **Date of Book Closure:** Wednesday, September 26, 2012 to Saturday, September 29, 2012 (both days inclusive).

- **Dividend Payment** : N.A.

- **Listing on Stock Exchanges:** The Company's shares are listed on BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Ahmedabad Stock Exchange Limited (ASEL). However, the Scrip has been suspended from trading at

BSE Limited and National Stock Exchange of India Limited (NSE). The Company has made the application for revocation of suspension from trading in its scrip to BSE Limited on March 29, 2012 and has received the in-principle approval on August 27, 2012. The Company is in process of completing the procedure for revocation of suspension from trading in its scrip from BSE Ltd.

- **Listing Fees:** The Company has paid Annual listing fees to BSE Limited for the year 2012-13.
- **Custodial fees:** The Company has paid its custodial fees for the year 2012-13 to CDSL and NSDL on the basis of the number of the beneficial accounts maintained by the Company.
- **Stock Code and ISIN:** BSE Scrip Code: 526677, NSE Scrip ID: DALALSTCOM, ASEL Company Code: 12953, Demat ISIN Number in NSDL and CDSL - INE055C01020
- **Market Price Data:** Since the scrip of the shares has been suspended from the trading, hence Market Price Data for the year under review are not available.

- **Registrar and Share Transfer Agents:**

Sharex Dynamic (India) Private Limited
Unit No. 1, Luthra Industrial Premises,
Safed Pool, Andheri-Kurla Road,
Andheri (East), Mumbai - 400072
Tel: 022 28515606/644, 28516338
Fax: 28512885; Email: sharexindia@vsnl.com.

- **Share Transfer System:** All matters pertaining to share transfers are being handled by M/s. Sharex Dynamic (India) Private Limited, Registrar and Share Transfers Agents of the Company. The Transfer of Shares in physical forms is registered, duly transferred within one month of receipt, if all the documents are in order.
- **Distribution Schedule:** As on March 31, 2012:

As on March 31, 2012					
Shares		No. of share holders	% of share holders	Amount in ₹	% Held
From	To				
1	5000	17,394	93.55	23,947,519	30.28
5001	10000	687	3.69	5,558,671	7.03
10001	20000	297	1.6	4,464,407	5.65
20001	30000	97	0.53	2,444,072	3.13
30001	40000	37	0.2	1,304,879	1.65
40001	50000	21	0.11	999,480	1.26
50001	100000	35	0.19	2,579,892	3.36
100001	& Above	21	0.13	37,782,580	47.64
Total		18,589	100.00	79081500	100.00

- **Shareholding Pattern as on March 31, 2012.**

Categories	No. of Shares	% of shareholding
Promoters	291,40,001	36.85
Financial Institution/Banks	1,81,000	0.23
Central /State Government	4,00,000	0.51
FII's	10,08,000	1.27
Non- Resident Indians	41,800	0.05
Bodies Corporate	85,06,934	10.76
Indian Public	39,803,765	50.33
Clearing Member	-	-
Total	790,81,500	100.00

- **Dematerialization of Shares:** The status of dematerialization of Company Shares as on March 31, 2012.

Particulars	No. of Shares	% of Holding
Electronic Mode	2,41,33,070	30.52
Physical	5,49,48,430	69.48
Total	7,90,81,500	100.00

- **Outstanding ADR / GDR/ Warrants/ Convertible Instruments and their impact on Equity:**

Your Company has not issued any GDRs /ADRs / Warrants or any other Convertible Instruments.

- **Address for Investor Correspondence:**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address or any other query relating to shares, the investor can write to:

1. Compliance Officer

Mr. Ganesh Parthe
DSJ Communications Limited
31-A, Noble Chambers,
4th Floor, JanmaBhoomi Marg,
Fort, Mumbai 400001
Tel: 022 40629524, Fax: 40629510
E-mail: compliance.dsja@gmail.com

2. Registrar and Share Transfer Agents:

Sharex Dynamic (India) Private Limited
Unit :DSJ Communications Limited
Unit No. 1, Luthra Industrial Premises,
Safed Pool, Andheri-Kurla Road,
Andheri (East), Mumbai - 400072
Tel: 022 28515606/644, 28516338
Fax: 28512885;Email: sharexindia@vsnl.com.

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

To,
**The Members of
DSJ COMMUNICATIONS LIMITED**

I, Vijay Singh Padode, Chairman and Managing Director of the Company declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended March 31, 2012.

For DSJ Communications Limited

Place: Mumbai
Date: August 31, 2012

Vijaysingh Padode
Chairman and Managing Director

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To
**The members of
DSJ Communications Limited**

We have examined all the relevant records of DSJ Communications Limited for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges for the financial year ended March 31, 2012. We have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement, except Non-redressal of some investor grievances.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency and effectiveness with which the management has conducted the affairs of the company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that it has complied with various requirement of the said Clause 49 of the Listing Agreement during the financial year ended March 31, 2012.

For S. V. Navalkar & Associates
Chartered Accountants
(FRN: 106981W)

S. V. Navalkar
Proprietor
M.N. 40433

Place: Mumbai
Date: August 31, 2012

CEO CERTIFICATE
(As per 49(V) Listing Agreement)

To
The Board of Directors
DSJ Communications Limited
31 A, Noble Chambers, 4th Floor,
JanmaBhoomi Marg, Fort,
Mumbai - 400001.

I, Vijaysingh Padode, Chairman and Managing Director of the Company hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2012 and that to the best of their knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors' and the Audit committee:
- (i) Significant changes in internal control over financial reporting during the year, if any;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For DSJ Communications Limited

Place: Mumbai
Date: August 31, 2012

Vijaysingh Padode
Chairman and Managing Director

AUDITORS' REPORT

To,
The Members of
DSJ Communications Limited
Mumbai.

1. We have audited the attached Balance Sheet of DSJ Communications Limited as at March 31, 2012 and the statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Audit Report) Order 2003, issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, and on the basis such checks as considered appropriate and according to the information and explanations given to us during the course of the audit, we enclose in the Annexure hereto a statement on the matters specified in Paragraphs 4 and 5 of the said Order.
4. Further our comments in the Annexure referred to in above paragraphs, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) The Company has not carried out any business operation during year.
 - c) In our opinion, proper books of accounts, as required by law have been kept by the Company so far as appears from our examination of the books of the Company;
 - d) The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this report are in agreement with the books of accounts;
 - e) In our opinion, the Balance sheet, Statement of Profit and Loss and cash flow statement dealt with by this report comply with the accounting standards referred to in subsection (3C) of the Section 211 of the Companies Act, 1956.
 - f) On the basis of written representations received from the directors of the Company as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012, from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.
 - g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012.
 - b. in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
 - c. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For S. V. Navalkar & Associates
Chartered Accountants
(FRN: 106981W)

Place: Mumbai
Date: August 31, 2012

S. V. Navalkar
Proprietor
M. No. 40433

ANNEXURE TO THE AUDITORS' REPORT**Annexure referred to in paragraphs 3 of the Report of even date**

Re: DSJ Communications Limited ("the Company")

1. (a) There are no Fixed Assets in the Company, hence this clause does not apply to the Company.
(b) As there are no fixed assets there is no question of physical verification of fixed assets.
(c) As there are no fixed assets there is no question of disposal of fixed assets during the period.
2. (a) There are no Inventories during the year, hence reporting under this clause does not apply.
(b) As there are no stocks reporting under this clause does not apply.
3. (a) As informed to us, the Company has accepted loans during the period from the parties covered in the register maintained under section 301 of the Companies act, 1956. We are of the opinion that particulars of contracts or arrangements referred to in section 301 of the Act that needs to be entered into the register required to be maintained under Section 301 have not been so entered. The Company has not granted any loans during the period to the parties covered in the register maintained under section 301 of the Companies Act, 1956.
(b) Based on the information received and the explanations given, as there are no loans granted, this Clause does not apply.
(c) In view of closure of operations of the Company, interest and principal amount are not repaid regularly in respect of such loans.
(d) All loans are overdue as on the March 31, 2012.
4. In our opinion, and according to the information and explanations given to us, as there are no business operation reporting on internal control procedure does not apply.
5. The Company has not accepted any deposits falling under the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules made there under, during the period under review.
6. We are inform that the Company has no internal audit system commensurate with the size and nature of its business.
7. We are informed that the maintenance of cost records has not been prescribed by the Central Government under Section 209 (I) (d) of the Companies Act, 1956, in respect of the Company's products.
8. (a) The Company is generally regular in depositing undisputed statutory dues with the appropriate authorities. We are informed that at the year end there were no Overdue outstanding. Income Tax authorities have raised a demand of ₹ 37.98 lacs in respect of the Assessment year 95-96, the same has been disputed by the Company and an appeal has been filed against the same.
(b) We are informed that there are no disputed dues to be deposited at various forums.
9. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
10. As the Company is not a chit fund, nidhi, mutual benefit fund or society the provisions. of clause 4(xiii) 'the of Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
11. As the Company is not dealing or trading in shares, securities, debentures and other investments, the provision of clause(xiv) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
13. The Company has not given any guarantees during the period.
14. No term loan was obtained during the period.

15. According to the information and explanations received, the Company has not applied short terms borrowings for long term use and vice versa.
16. The Company has not made any preferential allotment of shares during the period .
17. The Company has not issued any debentures during the period.
18. The Company has not raised any money by way of public issue during the period.
19. Based upon the audit procedures performed and on the basis of information and explanations provided by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For S. V. Navalkar & Associates
Chartered Accountants
(FRN: 106981W)

S. V. Navalkar
Proprietor
M. No. 40433

Place :- Mumbai
Date :- August 31, 2012

BALANCE SHEET AS AT MARCH 31, 2012

(Amount in ₹)

Sr No.	Particulars	Note No.	As at 31. 03. 2012	As at 31. 03. 2011
I. EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a)	Share capital	2	74,196,500	74,196,500
(b)	Reserves and surplus	3	(36,525,001)	(34,041,987)
2 Non Current liabilities				
(a)	Long Term Borrowing	4	4,763,870	2,850,000
(b)	Trade Payables	5	5,925,296	5,923,380
	TOTAL		48,360,665	48,927,893
II. ASSETS				
1 Non-current assets				
(a)	Non-current investments	6	7,924,705	7,924,705
(b)	Long-term loans and advances	7	40,397,941	40,980,941
2 Current assets				
(a)	Cash and cash equivalents	8	38,019	18,018
(b)	Other Current Assets	9	-	4,229
	TOTAL		48,360,665	48,927,893

Summary of significant Accounting Policies &

The accompanying Notes are an integral part of the Financial statements **1-18**

As per our report of even date attached

For S. V. Navalkar & Associates

Chartered Accountants

(FRN: 106981W)

For and on behalf of the Board of Directors**S. V. Navalkar**

Proprietor

Membership No. 40433

Place:Mumbai

Dated : August 31,2012

Vijaysingh Padode

Chairman & Managing Director

Sanjay Padode

Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2012

(Amount in ₹)

Particulars	Note No.	For the year ended on 31. 03. 2012	For the year ended on 31. 03. 2011
Revenue from Operations		-	-
Total Income		-	-
Expenses:			
Employee Benefits Expense	10	540,000	-
Finance Costs	11	913	-
Other Expenses	12	1,942,102	8,230,737
Total expenses		2,483,015	8,230,737
Profit/(Loss) Before Tax		(2,483,015)	(8,230,737)
Tax Expense:			
Less : Provision for Tax		-	-
Less : (Short)/Excess Provision for Income Tax		-	(4,647,964)
Add : Deferred Tax		-	-
Profit/(Loss) After Tax		(2,483,015)	(12,878,701)
Earnings per Equity Share:	13		
Basic & Diluted		(0.03)	(0.16)

Summary of significant Accounting Policies &

The accompanying Notes are an integral part of the Financial statements 1-18

As per our report of even date attached

For S. V. Navalkar & AssociatesChartered Accountants
(FRN: 106981W)**For and on behalf of the Board of Directors****S. V. Navalkar**

Proprietor

Membership No. 40433

Place: Mumbai

Dated : August, 31 2012

Vijaysingh Padode

Chairman & Managing Director

Sanjay Padode

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2012

(Amount in ₹)

Sr. No.	Particulars	For the Year 31. 03. 2012	For the Year 31. 03. 2011
A	Cash Flow from Operating Activities		
	Net Profit Before Tax and Extraordinary Items	(2,483,015)	(8,230,737)
	Adjustments for :		
	Preliminary Expenses W/off	4,229	16,914
	Operating Profit Before Working Capital Changes	(2,478,786)	(8,213,823)
	Adjustments for :		
	Trade & Other Receivables	583,000	12,072,065
	Trade Payables & Other Liabilities	1,916	(3,858,242)
	(Increase)/Decrease in Net Current Assets	584,916	8,213,823
	Cash Generated from Operations	(1,893,870)	-
	Direct Taxes Paid	-	-
	Net Cash from Operating Activities	(1,893,870)	-
B	Cash Flow from Investing Activities		
	Sale of Fixed Assets	-	-
	Net Cash Used in Investing Activities	-	-
C	Cash Flow from Financing Activities		
	Term Loan Taken / (Repaid)	1,913,870	-
	Net Cash from Financing activities	1,913,870	-
	Net Increase in Cash & Cash Equivalents	20,000	-
	Cash & Cash Equivalents at the beginning of the Year	18,018	18,021
	Cash & Cash Equivalents at the close of the Year	38,019	18,021

As per our report of even date attached

For S. V. Navalkar & Associates

Chartered Accountants

(FRN: 106981W)

For and on behalf of the Board of Directors**S. V. Navalkar**

Proprietor

Membership No. 40433

Place: Mumbai

Dated : August 31, 2012

Vijaysingh Padode

Chairman & Managing Director

Sanjay Padode

Director

AUDITOR'S CERTIFICATE

The Board of Directors,
DSJ Communications Limited
Mumbai.

We have examined the above Cash Flow Statement of DSJ Communications Limited for the year ended March 31, 2012. The Statement has been prepared by the Company and is based on and in agreement with the corresponding Statement of Profit and Loss and Balance Sheet of the Company covered by the report of even date to the members of the Company.

For S. V. Navalkar & Associates

Chartered Accountants

(FRN: 106981W)

S. V. Navalkar

Proprietor

Membership No. 40433

Place: Mumbai

Dated : August 31,2012

Notes forming part of Financial Statements for the year ended March 31, 2012**1 Significant accounting policies****(i) Basis of Accounting**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the accounting principles generally accepted in India and in compliance with provisions of the Companies Act, 1956 and comply with the mandatory Accounting Standards (AS) specified in the Companies (Accounting Standard) Rules, 2006, prescribed by the Central Government. The accounting policies have been consistently applied by the company.

(ii) Revenue Recognition

- a. Revenue from services is recognized as and when services are rendered as per terms of contract.
- b. Income from investments/other income is recognized on accrual basis.
- c. Revenue from sale of goods is recognized when significant risk and rewards in respect of ownership of product is transferred to the customers, which is generally on dispatch of goods.

(iii) Investments

Long Term investments are stated as cost, other than temporary, if any.

(iv) Fixed Assets

Fixed assets are stated at cost of acquisition or construction including installation cost, attributable interest and financial cost till such time assets are ready for its intended use, and foreign exchange fluctuation on long term borrowing related to fixed assets, less accumulated depreciation, impairment losses and specific grants received if any.

(v) Depreciation and Amortization

- a. Depreciation on fixed assets except free hold land is calculate on straight line basis at the rates specified in accordance with the Schedule XIV of the Companies Act, 1956.
- c. Product Development expenditure and License/Technical know-how fees are amortized over a period of 10 years from the accounting year in which the commercial production of such improved product commences.

(vi) Foreign Currency Transactions

- a. Foreign Currency transactions are recorded on the basis of exchange rates prevailing on the date of their occurrence.
- b. Foreign currency monetary assets and liabilities as on the Balance Sheet date are revalued in the accounts on the basis exchange rates prevailing at the close of the year and exchange difference arising there-from is charges/credited to the Statement of Profit & Loss except for the exchange difference arising on long term borrowing related to fixed assets, which capitalized.

(vii) Borrowing Cost

As per Accounting Standard (AS) 16 on "Borrowing Costs" borrowing costs that are: (a) directly attributable to the acquisition, construction, production of a qualifying assets are capitalized as a part of cost of such asset till the time the assets is ready for its intended use and (b) not directly attributable to qualifying assets are determined by applying a weighted average rate and are capitalized as a part of the cost of such qualifying asset till the time the asset is ready for its intended use. Remaining borrowing costs are recognized as an expense in the period in which they are incurred.

(viii) Contingencies and Provisions

A provision is recognized when the Company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable

estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect current best estimate.

A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economic benefit is remote.

(ix) Taxation

Tax expense comprises of current tax and deferred tax charge or credit. Current tax is measured at the amount to be paid to tax authorities in accordance with the Indian Income Tax Act. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rate. Where there is unabsorbed depreciation or carryin forward losses, deferred tax assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the period and available case law to reassess realization / liabilities.

2 SHARE CAPITAL

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Authorised		
10,00,00,000 (P.Y. 10,00,00,000) Equity shares of ₹ 1/- each	100,000,000	100,000,000
15,000 (P. Y. 15,000) 14% Non Cumulative Convertible Preference Shares of ₹ 100/- each	1,500,000	1,500,000
5,00,000 (P. Y. 5,00,000) 10% Cumulative Preference Shares of ₹ 10/- each	5,000,000	5,000,000
Total	106,500,000	106,500,000
Issued, Subscribed & Paid-Up		
Equity Share Capital		
79,081,500 (P.Y. 79,081,500) Equity shares of ₹ 1/- each	79,081,500	79,081,500
Calls in Arrears	5,785,000	5,785,000
	73,296,500	73,296,500
9,000 (P.Y. 9,000) 14% Non Cumulative Convertible Preference Shares of ₹ 100/- each fully paid up	900,000	900,000
Total	74,196,500	74,196,500

Reconciliation of Outstanding Shares as on 31.03.2012

Particulars	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	79,081,500	79,081,500	9,000	900,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	79,081,500	79,081,500	9,000	900,000

Rights, Preference and Restrictions attached to Equity Shares.

Equity Shareholder is entitled to one vote per share. The Company declares dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. Dividend is paid to the Equity Shareholders whose name appears in the Register of Members as on AGM Date. In the event of liquidation of the Company, the equity shareholders will be entitled to receive any of the the remaining assets of the Company, after distribution of all preferential amounts. Distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholder holding more than 5% Equity Shares

Equity shares of ₹ 1/- each fully paid	31.03.2012		31.03.2011	
Name of Shareholders	No. of shares	% holding in the class	No. of shares	% holding in the class
Padode Communications Pvt. Ltd.	84,00,000	10.62	84,00,000	10.62
Narad Investments & Trading Pvt. Ltd.	66,92,000	8.46	66,92,000	8.46
DSJ Finance Corporation Ltd.	60,90,000	7.70	60,90,000	7.70

3 RESERVES & SURPLUS

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Surplus in the Statement of Profit & Loss		
- Capital Reserve	399,170,859	399,170,859
- Share Premium	58,777,662	58,777,662
- Balance as per Last Financial Statement	(491,990,507)	(479,111,806)
Add : profit/(loss) for the year	(2,483,015)	(12,878,701)
Less : Tax on interim dividend	-	-
Net Surplus in the Statement of Profit & Loss	(494,473,522)	(491,990,508)
Total	(36,525,001)	(34,041,987)

4 LONG TERM BORROWINGS

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Other Current liabilities		
Unsecured Loan from Body Corporates	4,763,870	2,850,000
Total	4,763,870	2,850,000

5 TRADE PAYABLES

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Due to SME'S	-	-
Others	5,925,296	5,923,380
Total	5,925,296	5,923,380

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has complied this information based on the current information in its possession. As at March 31, 2012, no supplier has intimated the Company about its status as Micro or Small enterprise or its registration with the appropriate authority and under the Micro, Small and Medium Enterprises Development Act, 2006. However, in view of themanagement the impact of interest if any, that may be payable in accordance with provisions of this Act is not expected to bematerial.

6. NON CURRENT INVESTMENTS

(Amount in ₹)

	Face Value	AS ON		AS ON	
		MARCH 31, 2012		MARCH 31, 2011	
		QUANTITY	Amount	QUANTITY	Amount
A. Trade Investments (valued at cost less diminution other than temporary, if any)					
a. Equity Shares fully paid up (unless otherwise stated)					
(QUOTED)					
Bharat Fertilizers Ltd.	10	50	1,500	50	1,500
Swasti Vinayaka Synthetics Ltd. (formerly known as Vinayaka Synthetics Ltd.)	1	65	650	65	650
Cosmos Films Ltd.	10	800	8,000	800	8,000
Disposable Medi-aids Ltd.	10	4,900	49,000	4,900	49,000
Ganesh Polytex Ltd.	10	800	8,000	800	8,000
Indian Magnetics Ltd.	10	50	500	50	500
Indian Toners & Developers Ltd.	10	700	3,000	700	3,000
Madalsa International Ltd.	10	2,500	25,000	2,500	25,000
NEPC Agro Foods Ltd.	10	3,533	10,940	3,533	10,940
Pradeep Drugs Co. Ltd.	10	7,900	79,000	7,900	79,000
Premier Industries Ltd.	10	2,000	96,600	2,000	96,600
Professiona Circuit Board Ltd.	10	1,500	15,000	1,500	15,000
Road Master Steel Ltd.	10	385	12,850	385	12,850
Tata Hydero LTd	1	24	281,238	24	281,238
Varun Agroprot Ltd.	10	1,000	41,000	1,000	41,000
Ganesh Benzo Plast Ltd.	1	128	1,875	128	1,875
Shri Vardhaman Overseas Ltd.	10	3,300	165,000	3,300	165,000
Nath Plup Paper Mills Ltd	10	6,000	640,552	6,000	640,552
			1,439,705		1,439,705
(UNQUOTED)					
Saraswat Co-op. Bank Ltd.	10	1,000	10,000	1,000	10,000
National Co-op. Bank Ltd.	10	3,000	30,000	3,000	30,000
Infotech Compusoft Ltd.	10	20,000	200,000	20,000	200,000
Sangam Credit Capital Pvt. Ltd.	10	100,000	1,000,000	100,000	1,000,000
Padode Communications Ltd.	10	50,000	500,000	50,000	500,000
			1,740,000		1,740,000
b. Preference Shares (UNQUOTED)					
Padode Communications Ltd. *	10	10,000	100,000	10,000	100,000
Narad Investment Pvt. Ltd. *	10	10,000	100,000	10,000	100,000
Mahan Leasing Pvt. Ltd. *	10	10,000	100,000	10,000	100,000
			300,000		300,000
TOTAL (a+b)					
			3,479,705		3,479,705
c. Share Application Money					
			4,445,000		4,445,000
TOTAL INVESTMENTS (a+b+c)					
			7,924,705		7,924,705
Agregate Market Value of the Quoted Investments			239,551		360,371

7 LONG TERM LOANS AND ADVANCES

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Unsecured, Considered Good		
Advance given to Associate Company	5,397,941	5,645,941
Other Advances	35,000,000	35,335,000
Total	40,397,941	40,980,941

8 CASH AND BANK BALANCE

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Balances with bank in Current Account	13,170	13,169
Cash in Hand	24,849	4,849
Total	38,019	18,018

9 OTHER CURRENT ASSETS

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Miscellaneous Expenses (to the extent not W/Off)	-	4,229
Total	-	4,229

10 EMPLOYEE BENEFITS EXPENSES

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Salaries, Wages & Bonus	540,000	-
Total	540,000	-

11 FINANCE COSTS

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Bank Charges	913	-
Total	913	-

12 OTHER EXPENSES

(Amount in ₹)

Particulars	31.03.2012	31.03.2011
Bad Debts Written off	-	8,190,823
Postage & Telegram	80,000	-
Legal & Professional Fees	854,250	-
Listing Fees	706,226	-
Rate & Taxes	20,211	8,000
Registrar & Transfer Agent Charges	254,186	-
Preliminary Expenses W/off	4,229	16,914
Payment to Auditors		
For Statutory Audit	20,000	15,000
For Certification	3,000	-
Total	1,942,102	8,230,737

13 EARNINGS PER SHARE

Particulars	31.03.2012	31.03.2011
Net Profit/(Loss) after Tax (₹)	(2,483,105)	(12,878,701)
Number of Equity Share	79,081,500	79,081,500
Basic Earning per share (₹)	(0.03)	(0.16)
Diluted Earning Per Share (₹)	(0.03)	(0.16)

14 Income Tax Provision

No Provision for Income Tax have been made as there is no profit during the year.

15 Segment Reporting

The Company operates in only one business segment hence segment wise reporting as required by AS 17 issued by Institute of Chartered Accountant of India, is not applicable

16 Balance of Debtors and creditors and advances/deposits received from dealers/customers are as per book of accounts. Sundry creditors are subject to confirmation and reconciliation, if any.**17 In the opinion of the Board of Directors and to the best of their knowledge adequate provisions has been made in the accounts for all known liabilities and the current assets, loan and advances have a value on realization in the ordinary course of business.****18 Previous Year's Figures**

Till the year ended March 31, 2011, the company was using pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended March 31 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the company. The company has reclassified previous year figures to conform to the year's classification. It significantly impacts presentation and disclosures made in the financial statements, particularly presentation of balance sheet.

As per our report of even date attached

For S. V. Navalkar & Associates

Chartered Accountants

(FRN: 106981W)

For and on behalf of the Board of Directors

S. V. Navalkar

Proprietor

Membership No. 40433

Place:Mumbai

Dated : August, 31 2012

Vijaysingh Padode

Chairman & Managing Director

Sanjay Padode

Director

Notes

Notes

DSJ COMMUNICATIONS LIMITED

Regd. Office: 31-A, Noble Chambers, 4th Floor, JanmaBhoomi Marg, Fort, Mumbai-400001.

ATTENDANCE SLIP

22nd Annual General Meeting - 29th September, 2012

Folio No.: _____

No. of shares held: _____

DP ID/ Client ID: _____

I hereby record my presence at the **22nd Annual General Meeting** of the company being held on Saturday, 29th September, 2012 at 2.00 P. M at 31-A, Noble Chambers, 4th Floor, JanmaBhoomi Marg, Fort, Mumbai-400001.

Name of the Member/Proxy _____

Signature of the Member/Proxy _____

Note: Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DSJ COMMUNICATIONS LIMITED

Regd. Office: 31-A, Noble Chambers, 4th Floor, JanmaBhoomi Marg, Fort, Mumbai-400001.

PROXY FORM

22nd Annual General Meeting - 29th September, 2012

Folio No.: _____

No. of shares held: _____

DP ID/ Client ID: _____

I/We _____ of _____ in the district of _____

being a Member/Members of **DSJ COMMUNICATIONS LIMITED**, hereby appoint _____ of _____ in

the district of _____ or failing him/her _____ of _____ as my/our proxy to vote for

me/us and my/our behalf at the **22nd ANNUAL GENERAL MEETING** of the Company to be held on Saturday,

29th September, 2012 at 2.00 P. M. at 31-A, Noble Chambers, 4th Floor, JanmaBhoomi Marg, Fort, Mumbai - 400001 or at any

adjournment thereof.

Place:

Date:

Revenue
Stamp of
Re. 0.15

Signature of Member

Note: The proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

BOOK-POST

If undelivered please return to

DSJ Communications Limited

Registered Office:

31-A, Noble Chambers,

4th Floor, JanmaBhoomi Marg,

Fort, Mumbai - 400001