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DSJ COMMUNICATIONS LTD.

(CIN : L22120MH1989PLC054329)

29th September, 2014

To,
The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir,

SYMBOL: DALALSTCOM

Sub.: Proceedings of 24th Annual General Meeting held on 29th September, 2014.

Pursuant to Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 24th Annual General Meeting of the Company held on Monday, 29th September, 2014 at 3.00 p.m. at 31-A, Noble Chambers, 4th Floor, Janmabhoomi Marg, Fort, Mumbai- 400 001.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company provided e-voting facility to the members to vote on the matters to be transacted at the 24th Annual General Meeting as per Notice dated 14th August, 2014. Further, physical Assent/Dissent forms were also sent to the members to vote who did not have facility to use e-voting platform. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer for the E-voting process.

The Annual General Meeting was attended by requisite quorum. The following businesses were transacted and necessary resolutions were approved by voting done through e-voting and physical Assent/Dissent forms.

1. APPROVAL OF ANNUAL ACCOUNTS

The members received, considered and adopted the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors' and Auditors' thereon by passing Ordinary Resolution unanimously.



2. RE-APPOINTMENT OF MR. VIJAYSINGH PADODE AS DIRECTOR

The members re-appointed Mr. Vijaysingh Padode as a Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF STATUTORY AUDITORS

The members appointed M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W), as Statutory Auditors of the Company, to hold office from the conclusion of 24th Annual General Meeting upto the conclusion of 28th Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing Ordinary Resolution with requisite majority.

4. APPOINTMENT OF MR. NITIN SAWANT AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members appointed Mr. Nitin Sawant as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

5. APPOINTMENT OF MR. RAKESH MAGAJI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members appointed Mr. Rakesh Magaji as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

6. INCREASE IN THE BORROWING POWERS OF THE COMPANY

The members authorized the Board of Directors of the Company to borrow money together with moneys already borrowed at any time upto a limit of ` 300 Crores (Rupees Three Hundred Crores only) under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution with requisite majority.

7. AUTHORITY TO CREATE CHARGE/MORTGAGE ON THE ASSETS OF THE COMPANY

The members authorised Board of Directors of the Company to create mortgage/charge/hypothecation on all or any of the immovable and/or movable assets of the Company, both present and future upto the limit as approved under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution with requisite majority.



8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY.

The members approved and adopted new set of Articles of Association of the Company in place and exclusion of the existing Articles of Association of the Company by passing Special Resolution unanimously.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For DSJ Communications Limited



Vijaysingh Padode
Chairman & Managing Director

