

29th September, 2015

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 the 25th Annual General Meeting held on 28th September, 2015.

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 25th Annual General Meeting of the Company held on Monday, 28th September, 2015 at 3.30 p.m. at Maharashtra Chamber of Commerce, Industry & Agriculture at Kasliwal Board Room, Orion House, 6th Floor, 12, K. Dubhash 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, the Company provided remote e-voting facility to the members to vote on the matters to be transacted at the 25th Annual General Meeting as per Notice dated 12th August, 2015. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote earlier through remote e-voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the Annual General Meeting. CS Manish L Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer for conducting the Poll by way of Polling Papers.

The result of voting on each resolution were determined considering the aggregate of vote cast by the members on each resolution separately, through remote e-voting as well as poll on which the Scrutinizer issued Consolidated Scrutinizer's Report.

The Annual General Meeting was attended by requisite quorum and following businesses were passed with requisite majority:

1. APPROVAL OF ANNUAL FINANCIAL STATEMENTS:

The members received, considered and adopted the Audited Financial Statements for the financial year ended 31st March, 2015 together with Reports of the Board of Directors' and Auditors' thereon.



31-A, Noble Chambers,
4th Floor, Janmabhoomi Marg,
Fort, Mumbai - 400 001.
Tel: 022-4347 6017 / 15 / 12 / 13
Email ID : compliance.dsj@gmail.com
www.dsjcommunication.com

DSJ COMMUNICATIONS LTD.

(CIN : L22120MH1989PLC054329)

2. RE-APPOINTMENT OF MR. SANJAY PADODE AS DIRECTOR OF THE COMPANY:

The members re-appointed Mr. Sanjay Padode as a Director of the Company, who retired by rotation and being eligible offered himself for re-appointment.

3. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members ratify the appoint M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W) as Statutory Auditors of the Company, as approved by members at the 24th Annual General Meeting upto the conclusion of 28th Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

4. APPOINTMENT OF MS. POORVA DUBLAY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Ms. Poorva Dublay as an Independent Director of the Company to hold office as such upto 10th February, 2020, who shall not be liable to retire by rotation.

5. APPROVAL OF RELATED PARTY TRANSACTION AS PER THE PROVISIONS OF AMENDED CLAUSE 49 OF THE LISTING AGREEMENT:

The members approved the related party transactions pursuant to the provisions of amended Clause 49 of the Listing Agreement for a period of 3 years w.e.f. 1st April, 2015

A copy of the Consolidated Scrutinizer's Report received from M/s. Manish Ghia & Associates, Company Secretaries, Mumbai is enclosed herewith for your records.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For DSJ Communications Limited



Vijaysingh Padode
Chairman & Managing Director
DIN: 00393687



Encl.: Consolidated Scrutinizer's Report

CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. Vijaysingh Padode
Chairman & Managing Director
DSJ Communications Limited
31-A, Noble Chambers, 4th Floor
Janmabhoomi Marg, Fort
Mumbai - 400001

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Polling Paper at 25th Annual General Meeting (AGM) of the Member of DSJ Communications Limited (the Company) held on 28th September, 2015.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling papers at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under Item numbers 1 to 5 as set out in the Notice of aforesaid AGM of the members of the Company dated 12th August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Voting by way of polling papers at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the

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said Notice, based on the reports generated from the Remote E-Voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide Remote E-Voting facility and poll conducted at the AGM, in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - (a) The Notice of the AGM dated 12th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on 4th September, 2015 and 7th September, 2015 respectively.
 - (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Sharex Dynamic (India) Private Limited, the Registrar & Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 28th August, 2015.
 - (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, 25th September, 2015 (9:00 a.m.) and ends on Sunday, 27th September, 2015 (5:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Monday, 21st September, 2015.
5. As required under the said rules, after the closure of the physical voting by Polling Papers at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS K Venkataraman and CS Priyanka Goenka, who are not in employment with the Company.



6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: For adoption of Audited Financial Statements for the year ended 31 st March, 2015 along with Reports of the Directors' and of the Auditors' thereon.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	7902091	7902091	7901091	1000
Polling at the AGM	19	17	15177785	15177725	15177725	0
Total	29	27	23079876	23079816 (100.00 %)	23078816 (99.99%)	1000 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 2

Particulars	Ordinary Resolution: For appointment of a Director in place of Mr. Sanjay Padode, Director (DIN: 00338514) who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	7902091	7902091	7901091	1000
Polling at the AGM	19	17	15177785	15177725	15177725	0
Total	29	27	23079876	23079816 (100.00 %)	23078816 (99.99%)	1000 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 3

Particulars	Ordinary Resolution: To ratify the appoint M/s. J. D. Jhaveri & Associates, Chartered Accountants, Mumbai (FRN: 111850W) as Statutory Auditors of the Company, as approved by members at the 24 th Annual General Meeting up to the conclusion of 28 th Annual General Meeting and to authorize the Board of Directors to fix their remuneration.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	7902091	7902091	7901091	1000
Polling at the AGM	19	17	15177785	15177725	15177725	0
Total	29	27	23079876	23079816 (100.00 %)	23078816 (99.99%)	1000 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 4

Particulars	Ordinary Resolution: For appointment Ms. Poorva Dublay (DIN: 07078673), as an Independent Director of the Company to hold office as such up to 10 th February, 2020.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	7902091	7902091	7901091	1000
Polling at the AGM	19	17	15177785	15177725	15177725	0
Total	29	27	23079876	23079816 (100.00 %)	23078816 (99.99%)	1000 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 5

Particulars	Special Resolution: For approval of related party transaction pursuant to the provisions of amended Clause 49 of the Listing Agreement.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid*	Total	Valid*	In favour	Against
Remote E-voting	10	6	7902091	27261	26261	1000
Polling at the AGM	19	13	15177785	2554	2554	0
Total	29	19	23079876	29815 (100.00 %)	28815 (96.65%)	1000 (3.35%)
* Note: Voting by interested members excluded						
Result: The said resolution may be considered as passed with requisite majority.						

I, further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and



- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Compliance Officer of the Company for safe keeping.

Place: Mumbai

Date: 29th September, 2015



For Manish Ghia & Associates
Company Secretaries

CS Manish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531

Countersigned by:



Vijaysingh Padode
Chairman & Managing Director
DSJ Communications Limited