

Estd. 1999

DIKSAT TRANSWORLD LTD

Regd Office:No. 24,South Mada Street, Mylapore, Chennai – 600 004.

Telephone Nos.24640347

CIN:L63090TN1999PLC041707

20TH ANNUAL REPORT

FOR THE YEAR ENDED 31-03-2019

DATE OF MEETING:27-09-2019

EMAIL: diksat1999@gmail.com

Website: www.wintvindia.com

CORPORATE INFORMATION

Board of Directors

Dr.T.Dhevanathan Yadav Chairman and Managing Director
T.Thiyagarajan Whole time Director
Gunaseelan Rangabhasiyam Whole Time Director
B.S.Radhakrishnan
S.Subramani
Mr. Devasenathipathy
Florent Perira
Ms.Uma
Chief Financial Officer Mr. K.Rajasekaran
Company Secretary & Compliance Officer
Muthukumar.B

Statutory Auditor

DPV & Associates

151 Mambalam High Road
T.Nagar
Chennai

Banker of the Company

Lakshmi Vilas Bank Limited
Karur Vysya Bank Limited
State Bank Of India

Registered Office

I Floor,
31 South Mada Street
Mylapore
Chennai – 600 004
Tel No.:+91-44-24640347
Email : Diksat1999@gmail.com
Contact Person: Mr.Muthukumar.B
Web Site :www.wintvindia.com
Registrar &Transfer Agent
BIGSHARE SERVICES PRIVATE LIMITED
E-2/3 Ansa Industrial Estate
Sakivihar Road, Sakinaka
Andheri (East)
Mumbai – 400 072
Maharashtra, India
Tel:+ 91-22-40430200
Fax: +91-22-2847 5207
Email: investor@bigshareonline.com
Website:www.bigshareonline.com
Contact person: Mr. Ashok Shetty

Committee of Board of Directors

Audit Committee

B.S.Radhakrishnan
S.Subramani
Dr.T.Dhevanathan Yadav Member

Stakeholder's Relationship Committee

S.Subramani
Ms.Uma
Mr. T. Thiyaharajan

Florent Perira

Nomination & Remuneration Committee

Mr. P. Devasenathipathy
Mr.B.S.Radhakrishnan
Mr.Florent Perira

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twentieth Annual General Meeting of the Company will be held at 1st Floor, New No.24 (old No.32) South Mada street, Mylapore, Chennai – 600 004 on Monday the 27th September 2019 at 4.15 P.M 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 March 31,2019, together with the Reports of the Board and Auditors thereon; and
2. To appoint a Director in place of Mr.Devasenathipathy (DIN: 00861338), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. T.Dhevanathan Yadav (DIN: 01431689), who retires by rotation and being eligible, offers himself for re-appointment

4. Ratification of the appointment of Statutory Auditor and to fix their remuneration.

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

“RESOLVED THAT, pursuant to provisions of Section 139,142 and other applicable Provisions, if any, of the Companies Act 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, **M/s DPV & Associates, (FRN:011688S)**,Chartered Accountants, Chennai **be and is hereby ratified for appointment as** Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting (from 20th AGM to 21st AGM) and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor, apart from receiving out of pocket expenses that may be incurred by them for the purpose of audit.

**BY ORDER OF THE BOARD,
DIKSAT TRANSWORLD LIMITED**

**MUTHUKUMAR.B
COMPANY SECRETARY**

Registered Office:

1ST Floor, 31 south Mada street,
Mylapore
Chennai – 600 004

Place: Chennai

Date: 30th May 2019

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

2. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.

6. The Register of Members and Share Transfer Books of the Company will be closed from 20.09.2019 to 27.09.2019 (both days inclusive)

7. The route map showing directions to reach the venue of the 20th AGM is provided at the end of this Notice.

8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Registrar of the Company to enable us to send you the communications via email.

9. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.wintvindia.com

10. 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 voting at the AGM. 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 by September 1, 2019.

11. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Satellite Corporate services Private Limited. Members are further requested to update their current signature in Registrar's system. The Performa of updation of Shareholder information is provided at the end of Annual Report.

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.

13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Registrar of the Company for assistance in this regard.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Registrar of the Company. Members holding shares in physical form may submit the same to Registrar of the Company. Members holding shares in electronic form may submit the same to their respective depository participant.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

16. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

17. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.

Details of Director Seeking Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	
Name	Mr.Devasenathipathy
DIN	DIN: 00861338
Date of Birth	7 th May 1961
Date of Appointment	20 th May 2016
Educational Qualifications	B.Com
Expertise in specific functional areas - Job profile and suitability	Knowledge in management of funds for effective utilization for the past 30 years,
Directorships held in public companies	1. The Mylapore Hindu Permanent Fund Limited 2. Dheva Forex Private Limited
Memberships / Chairmanships of committees of other public companies	Nil
Inter-se Relationship with other Directors.	Nil

* Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee

Details of Director Seeking Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	
Name	Dr. T.Dhevanathan Yadav
DIN	DIN: : 01431689
Date of Birth	30 th May 1961
Date of Appointment	9 th September 1999
Educational Qualifications	M.A, P.hd in Philosphy
Expertise in specific functional areas - Job profile and suitability	He has approximately more than two (2) decades of experience in varied businesses including businesses in sectors like Solar Energy, Real Estate, Finance and Media. He has a passion for reaching out to the general people with the events that affect them, and with this passion, he ventured in publication of newsprints and eventually incorporated our Company in the year 1999 with our flagship channel, Win TV (Tamil).,
Directorships held in public companies	1.Adfarm Private Limited 2.Studio Shakthi Pictures Private Limited 3. Navitel Corporation Private Limited 4. DSH Oil & Gas Engineering Private Limited 5.Dheva Telesystems International Private Limited 6.Dhevaratha Cars India Private Limited 7.Dhev Petroproducts Limited 8.Dheva Investments and Finance (India) Private Limited 9. The Mylapore Hindu Permanent Fund Limited 10.Dheva Chits (India) Private Limited 11. Mylapore chits Private Limited 12. Alectrona Papers and Energy Limited

Memberships / Chairmanships of committees of other public companies	Nil
Inter-se Relationship with other Directors.	Mr. T. Thiyaharajan – Brother

* Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee

DIRECTOR'S REPORT

DIKSAT TRANSWORLD LIMITED

To
The Members
Diksat Transworld Limited

Your Directors have pleasure in presenting the 20th Board Report of the Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended March 31, 2019

FINANCIAL HIGHLIGHTS

Particulars	Standalone Financial results 2018-19	Standalone Financial results 2017-18	Consolidated Financial results 2018- 19
Gross Income	1134.28	1197.50	1262.56
Profit before Interest and Depreciation	188.91	236.10	198.17
Finance cost	7.40	7.89	9.07
Depreciation	103.01	96.12	105.15
Net Profit/(loss) before Tax	78.50	132.09	83.95
Tax expenses	28.19	(52.53)	26.36
Net Profit / (loss) after tax	50.31	79.56	57.59
Balance of profit /(loss) brought forward	5.79	(73.77)	5.79
Dividend	Nil	Nil	Nil
Dividend Tax	Nil	Nil	Nil
Surplus carried to balance sheet	56.10	5.79	63.38

Company's Financial Performance

Our company made a gross revenue decrease from Rs.1197.49 Lakhs to Rs 1134.28 Lakhs. A decrease of 5.28% as compared to the previous year. The decrease in revenue accounted due to general slackness in business activities. The profit earned after tax is Rs. 50.31 Lacs as compared to previous financial year profit after tax of Rs. 79.56 Lacs decrease is due to general business activities. The consolidated financial results is attached as per the provisions of the Companies Act 2013. Your Directors are optimistic of achieving better results in the coming year

Change In Nature Of Business

Your Company continues to operate in same business segment of Media and entertainment. During the financial year 2018-19, the Company has made Profit, However the directors decided to conserve resources for maintaining the same as reserves and adjustment of debit balance of the profit and loss account. So your Directors decided not to declare any dividend for the financial year 2018-19 (Previous Year – Nil).

Dividend

During the financial year 2018-19, the Company has marginal profit considering the business requirements and debit balance of profit and loss account the directors have decided to conserve the resources for the company (Previous Year – Nil).

Transfer Of Unclaimed Dividend To Investor Education And Protection Fund

There is no any Unclaimed Dividend Amount in the Balance Sheet of the Company as on March 31 ,2019. Considering the above point there is no Question of transferring the amount in the Investor Education And Protection Fund as per the provisions of Section 125(2) of the Companies Act, 2013, does not arise.

Transfer To Reserves

Your Company has not transferred any amount to reserves.

Information About Subsidiary / JV / Associate Company

As on March 31, 2019, the company is having a subsidiary M/s Adfarm Private Limited and a statement is attached with this report.

Board of Directors and Key Managerial Personnel:

As per Section 152(6) of the Companies Act, 2013, the following directors retires by rotation and being eligible offers himself for re-appointment as the Director of the Company.

- a) Mr. Devasenathipathy
- b) Dr. T.Dhevanathan Yadav

The Board of Directors placed on record and wants to have their continued contribution for the growth of the company.

Constitution of Board:

The Board of the Company comprises eight Directors out of which three are Independent Directors and women non independent director, two whole time directors and two non executive Directors. The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Meeting of the Board of Directors

During the Financial Year 2018-19, the Company held ...meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

SI.No	Meetings of the Board of Directors	Board Strength	No. of Directors Present
1	10th April2018	6	6
2	29th May 2018	6	6
3	12th July 2018	6	6
4	25th july 2018	8	8

5	11 th October 2018	8	8
6	14 th November 2018	8	8
7	7 th January 2019	8	8
8	11 th January 2019	8	8

Independent Directors:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has Three Non-Promoter Independent Directors in line with the Companies Act, 2013. A separate meeting of **Independent Directors was held on 11th February 2019** to review the performance of Non-Independent Directors and Board as whole and performance of Chairman of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board. ***The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at www.wintvindia.com.*** The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013. The criteria on which Independent Directors were evaluated was, inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, opinion, judgment, estimate provided on key agenda items, exercise of objective independent judgment on strategy, performance, risk management etc. in the best interest of Company, confirmation of adequacy of internal control on financial reporting, maintenance of confidentiality of information of the Company obtained in capacity of Independent Director, initiative to maintain integrity, ethics and professional conduct, initiative to check conflict of interest and maintenance of independence, adherence to the applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management. The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment, dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.

Evaluation of Directors of the Company:

The formal evaluation of Board as whole and Non-Independent Director of the Company and of the Independent Directors of the Company was done at the respective meetings of Independent Director and Board of Directors each held on **11th February 2019** conflict of interest and maintenance of independence, adherence to the applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management. The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment, dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.