

# DJ MEDIAPRINT & LOGISTICS LIMITED



# About Our Presentatation

DJ Mediaprint & Logistics Limited is pleased to present its first annual report post listing on the SME Platform of Bombay Stock Exchange. With this, we continue our venture to passionately serving & creating ingenuity for all our customers.....

**A successful business is the combination of unity and team work**

Every venture reaches that stage where channeling through new doors of newer opportunities becomes the way forward. It is imperative to feed a business curiosity by way of constant branching and expansion. We at DJML, identified our expansionary stage. We evaluated where we stood and knew it was time to penetrate deeper into the markets with tremendous potential. Our promise of reliability, quality assurance and best in class services make us one of the preffered choice of our customers. Having been in the industry for over 20 years, we are now ready to notch our business higher and explore growth areas with better and wider range of services. So we are prepared and have decided to reach out responsibly.

# Contents

	Page No.
<b>CORPORATE OVERVIEW</b>	
Corporate Information	04
Vision, Mission & Values	06
About Company	08
Our Integrated Solutions	10
Highlights of the Year & Performance	32
Our footprint across major markets	34
Managing Director's Perspective	36
Q & A with the CFO	38
Board of Directors	40
Celebrating the last two decades with pride	42
Making a Concrete difference	44
DJ Mediaprint & Logistics Limited Advantage	46
<b>Statutory Reports</b>	
Notice	49
Board's Report	59
Management Discussion and Analysis	75
<b>FINANCIAL STATEMENTS</b>	
Independent Auditor's Report	80
Balance Sheet	84
Profit & Loss Statement	85
Cash Flow Statement	86
Notes to Account	87

EXPERIENCED  
AND TRUSTED BY  
CUSTOMERS  
SINCE-2000



For the online version of the Annual Report please log on to <http://www.djcorp.in>

# Corporate Information

## BOARD OF DIRECTORS



- Mr. Dinesh Muddu Kotian**  
Chairman (Managing Director)  
(DIN: 01919855)
- Mr. Deepak Pandurang Bhojane**  
Whole -time Director  
(DIN: 02585388)
- Mr. Deepak Dattaram Salvi**  
Whole -time Director  
(DIN:02588250)
- Mr. Devadas Alva**  
Non-Executive Director  
(DIN: 06902537)
- Mr. Navinchandra Rama Sanil**  
Additional Independent Director  
(DIN: 08648083)  
(w.e.f. 29<sup>th</sup> November, 2019)
- Ms. Deeksha Devadiga**  
Additional Independent Director  
(DIN: 08652925)  
(w.e.f. 29<sup>th</sup> November, 2019)
- Mr. Purushottam Mahadeo Dalvi**  
Additional Independent Director  
(DIN: 08648037)  
(w.e.f. 29<sup>th</sup> November, 2019)
- Mr. Dwarka Prasad Gattani**  
Non-Executive Director  
(DIN: 06865570)  
(w.e.f. 29<sup>th</sup> November, 2019)

**CHIEF FINANCIAL OFFICER**  
**Mr. Dhanraj Dayanand Kunder**  
(w.e.f. 01<sup>st</sup> July, 2019)

**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**Ms. Khushboo Mahesh Lalji**

## COMMITTEES OF THE BOARD

- AUDIT COMMITTEE**  
(w.e.f. 30<sup>th</sup> December, 2019)  
Ms. Deeksha Devadiga -Chairman  
Mr. Navinchandra Rama Sanil - Member  
Mr. Dinesh Muddu Kotian - Member
- NOMINATION & REMUNERATION COMMITTEE**  
(w.e.f. 30<sup>th</sup> December, 2019)  
Mr. Navinchandra Rama Sanil – Chairman  
Mr. Devadas Alva-Member  
Ms. Deeksha Devadiga –Member
- STAKEHOLDER RELATIONSHIP COMMITTEE**  
(w.e.f. 30<sup>th</sup> December, 2019)  
Mr. Navinchandra Rama Sanil – Chairman  
Mr. Dwarka Prasad Gattani-Member  
Mr. Dinesh Muddu Kotian – Member
- BANKERS**  
AU Small Finance Bank Limited  
Vijaya Bank (Now Bank of Baroda)
- STATUTORY AUDITORS**  
M/s ADV & Associates., Chartered Accountants  
(w.e.f 7<sup>th</sup> September, 2019)
- SECRETARIAL AUDITOR**  
M/s. Arora Gupta & Co. Company Secretaries
- REGISTRAR AND SHARE TRANSFER AGENT**  
**PURVA SHAREISTRY (INDIA) PRIVATE LIMITED**  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra  
Tel: 022 2301 2518 / 8261,  
Email:support@purvashare.com  
Website: www.purvashare.com

**REGISTERED OFFICE:**  
24, 1<sup>st</sup> Floor, Palkhiwala House, Tara Manzil, 1<sup>st</sup> Dhobi Talao Lane, Mumbai – 400 002.

**CORPORATE OFFICE:**  
UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1<sup>st</sup> Floor, Sector-18, Vashi, Navi Mumbai – 400 703,  
Tel No.: 022 – 2788 9340/41/43, E-Mail ID: cs@djcorp.in, Website: www.djcorp.in

# Vision

To be the key pioneer of printing and logistics solutions, worldwide and to be the customer’s first and best choice. To delight our customers with quality service by setting new benchmarks through innovation and modern technology.



# Mission

Profitable growth through superior customer service, innovation, quality and commitment.

# Our Focus On Value Creation

## Our Commitment

We maintain good relationships along with customisation of our offerings in an elegant manner to make a vast difference in our customer’s perception.

## Quality

We deliver quality products and unsurpassed services that together deliver premium value added services to our customers.

## Integrity

We uphold the highest standard with passion and integrity in all our activities.

## Our Teamwork

With responsibility we take ownership towards organising team work to deliver cost efficient services and products.

## Respect for Our People

We value our people, encourage their development, maintain good discipline and reward their performance.

## Good Citizenship

We are good citizens in the communities in which we live and work.

## A Will to Win

We exhibit a strong will to win in the marketplace and in every aspect of our business.

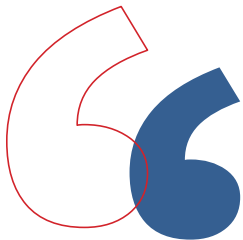
## Personal Accountability

We are personally accountable for delivering on our commitments.





# About Company



*“Our work in the past 2 decades is our testimony of hard work and dedication. While we are proud of what we have accomplished, it’s the future that excites us. Tomorrow is a world of possibilities and we are committed to deliver more than expected, every single time.”*



**DJ Mediaprint & Logistics Ltd.** is a rapidly thriving company which solely believes in customer satisfaction and product ingenuity. The flourishing establishment has expertise in various fields like printing, logistics solutions, post & courier services, Newspaper advertisement, Record Management and many more. The company’s network is integrated in India and overseas with logistics operations of superior quality and top-notch standards.

What began as a humble but passionate endeavor to serve customers in the form of a proprietary firm employing 5 people in 1999 transformed into today’s vast business which expands country wide with plethora of more services to offer our customers. With complete coronate setup and presence in over 10+ locations.

Together these services have helped us reach a stage where we have gained our customers’ trust and goodwill. In the past few years our profit margin has risen exponentially. Almost triple times its initial profit. These statistics clearly shows that DJML has time and again proven its worth in the print and logistics media.

With the understanding of small scale businesses and their contribution to the competitive business sector we have committed our various peripheral activities to them to support their core business functions. In the year 2018, the company also took over business operation of M/s. Pan secure Record Storage Management LLP and entered into the Storage and Record Management Segment.

DJ Media is a powerhouse in the printing and logistics industry and only offers highest quality of work with maximum customer satisfaction. Our aim is to build everlasting relations with our customers, therefore we have high-tech and mechanized infrastructure with the capability to process over 40 to 50 lakh articles per month. It also encompasses an assemblage of 30 types of highly advanced machines for off-set and digitized printing.

***We take pride in ourselves in delivering perfect matches to our customer’s expectations with innovative and ‘out of the box’ thinking.***

Reliability and security are our greatest assets. With these, over the years we added various accolades to our shelves of achievements. Starting with the launch of mailing operations in 1999, in 2009 by entered into a corporate set up by incorporating a Company in the name of DJ Logistic Solutions Pvt Limited with designing, printing, courier and postal services as its operations.

The CRISIL Rating ISO 9001:2015 Certification and also the opening of 2 branch offices in New Delhi. In 2017, the company rechristened itself to DJ Mediaprint & Logistics Ltd to expand its opportunities. In 2019, the company’s greatest achievement yet was the prestigious ***IBA approved Security Printing License and Listing on SME platform of Bombay Stock Exchange.***

The company incorporates vast range of services like personalized delivery system; an efficient set of processes and systems to regulate its huge spectrum of printing operations, whether it might be Offset printing, Variable data Printing, Continuous Stationary Digital Printing or Security Printing, News Paper Advertisement Scanning & Record Management Services; Bulk Mailing Services , Supply of Manpower & Logistics Solutions. We have proficiency in brochure, product package, magazine, stationary, annual report, typographical, flex, online posters and banners, etc designing. Graphic designing is also an intrinsic feature of the company.

We are constantly striving towards achieving perfection and efficiency in our work and to develop positive outlook to the challenges and the obstacles the company faces in Print & Logistics on its course to more success. The step by step achievements we have gained are an important testament of the company’s goodwill in the print market and its resilience and tenacious determination to compete with the ever increasing and ruthless print & logistics industry. ***Our customers are always the sole focus of any projects we work on and their satisfaction is of the utmost priority.***

Nevertheless this was not possible without the hard work and perseverance of the hundreds of employees the company has a remarkable and diverse client base of +1000 organizations including LIC, RBI, Indian Institute of Architects, Bank of India, SBI, among others. Our employees are dedicated, innovative and work-efficient and strive to bring different ideas to the table. Our company encourages ideas worth trying. We are a big family which work together to better ourselves. Our basic aim is to achieve benchmarks in terms of quality and consistency.

This helps us co-create a good value for our stakeholders. Last but not the least; they say that ***“Success is not what you accomplish but what you inspire others to do”*** our company hopes to inspire many such establishments to reach new heights just as we did.



We deliver end-to-end  
integrated solutions  
through a confluence of  
relevant capabilities

*Our*

**7**

*Letters of Success*



Function over form  
is our design philosophy...

# Design

We are a uniquely positioned company with a 100+ member cross-functional team who have the strategic business acumen to understand, unearth and translate your business story into a compelling narrative by intelligent use of design. We have a talented team of designers and proofreaders who ensure that the textual and visual content is relevant to the purpose of the target audience.

In the global world of communications and promotional media DJML provides their customer with vast range of designing avenues such as brochure, product package, magazine, stationary, annual report, typographical, flex, online posters and banners, etc. Our visual expression

brings strategy to life creatively while being pragmatic.

## We are specialized in Annual Report Designing

Right from the annual report theme to layout, our conceptual designs are a perfect blend of elegant and impact full visuals that engross the reader. The Annual Report content is carefully curated with sophistication, highlighting how the year went by and the future growth potential of the company. We create relevant and strategically filtered content for the non-statutory sections – Company Overview, Financial Charts, Chairman’s Speech, Management Discussion & Analysis, etc. – to improve the interest and understanding of stakeholders and the potential investors.





Truly a  
Magic Print...

# P rinting 2

With a robust offset, Continuous Stationery and digital infrastructure across locations, our Print Management Solutions are designed to meet on-demand commercial print requirements and ensure time and cost-efficient deliveries anywhere across the country. Thanks to our cutting-edge techniques and capabilities that are unique to the printing industry in India, we are able to deliver extremely large and equally small print runs. The perfect blend of round-the-clock access, dedicated project consultants and an advanced printing and distribution infrastructure means that Ingenuity in perfection is our philosophy.

A winning combination of state-of-the-art web offset machines, an extraordinary bindery, and strong connections with leading paper mills allows us to efficiently and effectively manage large volume products. DJML's team of experts is available to advise you on a number of value engineering enterprises, including cover design improvement; making right-sized books; and choosing suitable papers and formats. Our organized nature of highly advanced and pre-eminent infrastructure and process is reflected in the ISO 9001:2015 and ISO -270001 certification awarded to us.



# DJML IS NOW AN IBA APPROVED SECURITY PRINTER

**May be the Competitive Exams your daughter/son wrote on the sheets have been printed by DJML...**

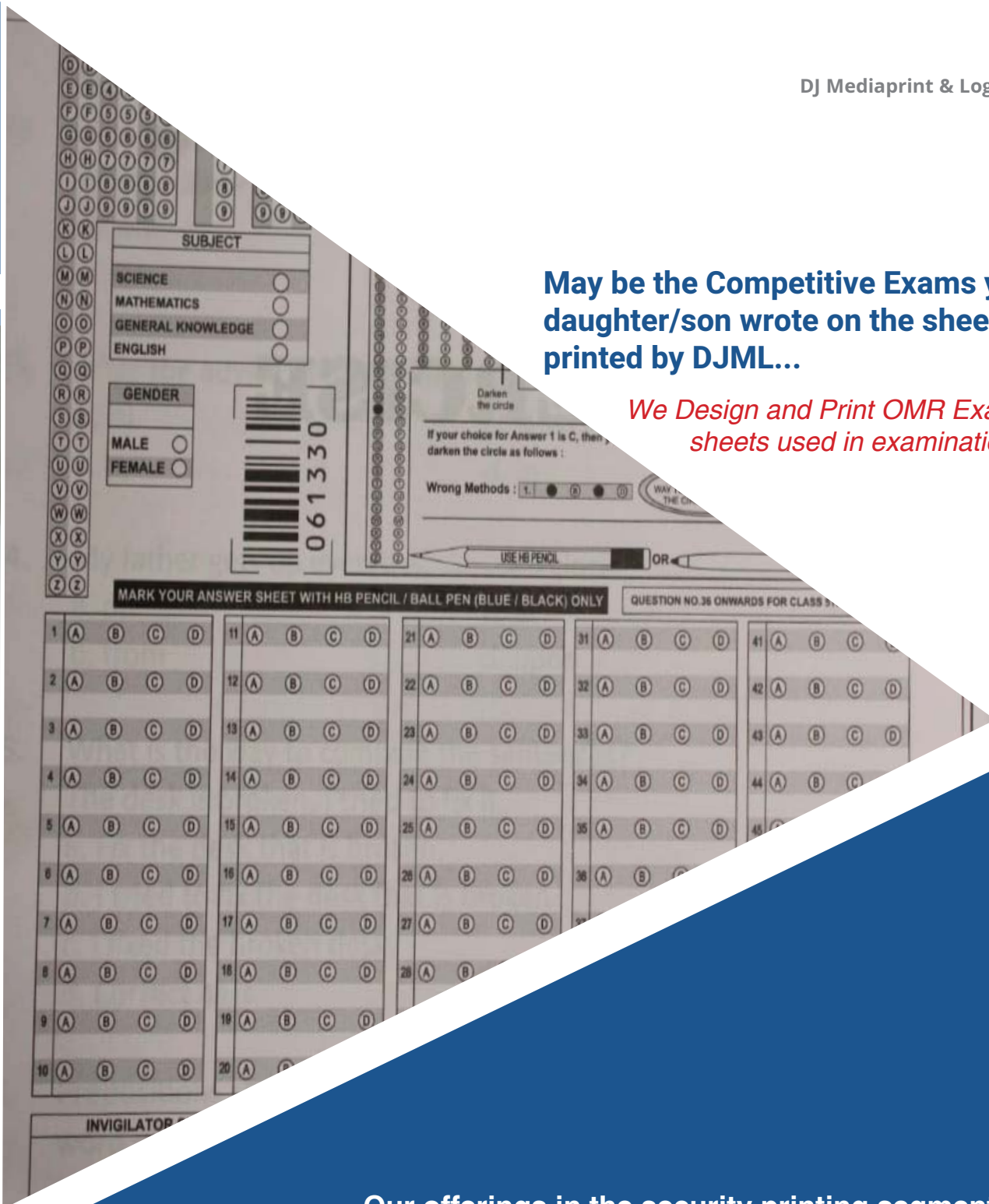
*We Design and Print OMR Examination sheets used in examinations.*

**May be the Personalised cheques that you sign have been printed by DJML...**

*We Print, Post & Deliver Personalised Cheque books across the country*

**May be the bank statement you received this month was printed by DJML!!!!**

*We Design, Print, Post & Deliver Bank Statements across the country*



## Our offerings in the security printing segment include

- ✓ Railway Tickets
- ✓ MICR Cheque Books/ Demand Drafts/ Pay orders
- ✓ Pin Mailers
- ✓ Bank Statements
- ✓ Board/ University Certificates
- ✓ Policy Bonds
- ✓ Share bonds/Certificates
- ✓ Dividend/ Interest Warrants
- ✓ Identity Cards
- ✓ Stock Certificates
- ✓ OMR answer sheet with serial Numbering or bar code or litho code
- ✓ OMR Admit Card
- ✓ OMR Application Form
- ✓ OMR Registration Form
- ✓ OMR Survey/Data Collection Form





Authorized  
Bulk Mailer by The  
Department of India Post...

# Bulk Mailing

For more than 150 years, the Department of Post (DoP) has been the backbone of the country's communication and has played a crucial role in the country's social economic development. It touches the lives of Indian citizens in many ways: delivering mails, accepting deposits under Small Savings Schemes, providing life insurance cover under Postal Life Insurance (PLI) and Rural Postal Life Insurance (RPLI) and providing retail services like bill collection, sale of forms, etc.

Our bulk mailing solutions are highly organized and optimally operated as per the requirement mix, and in line with the mandates introduced by the postal department. We have pioneered a mass mailing system that can send a large number of mails,

envelopes, brochures, etc. through the postal department at pre-set intervals.

**Our offerings in the Bulk Mailing segment include:**

- Speed Post Services
- Registered Post Services
- First Class Mail
- Ordinary Post/Book Post
- Post Card
- Inland Letters
- Bill Mail Services
- Direct Post



To reach and deliver  
any location, any city,  
anywhere in India and beyond...

# L4ogistics

The robust and extensive logistics services of DJML has led it to that extra step forward to success. The company has well planned system to manage the flow of the packages from the pick-up/origin point to the drop-off with excellent customer service. The packages are channeled through established courier network and guarantee a secure delivery.

A time-bound approach is well-strategized and the process is initiated and completed as per the pre-determined deadlines, leaving no room for errors.

*For us.....Logistics is not just a service.. It is an opportunity to create and provide complete solutions.*

## General Parcel Services-

DJML provides pan Indian movement of consignments of varying size and weight across the country. The Company also provides the option of collection from door step delivery to door step to the customers. We differentiate ourselves from other service providers through our wide service network, as well as our ability to provide door-to-door services through company-owned vehicles and with franchisee tie ups. We provide our customers with on time collection, tracking, pick-up and delivery services. Operating through owned vehicles enables safest possible movement for consignments with lowest incidences of theft, pilferage, damage, etc.

*Logistics is not just about doing things right in a timely manner. For us, it is an opportunity to challenge the existing norms.*



# It is how we deliver more than expected, every single time...

## Courier Services

We offer Courier services for time sensitive documents and packages. Our Courier offering is available within and outside the states. They are being serviced through tie-ups with other operators. Apart from catering to walk-in customers, we also pick up commercial documents and packages directly from customers and deliver these to their assigned destination in a time-bound manner on a door-to-door basis. Depending on the package size the company offers four types of courier services: Unsecured Shipments, Semi-Secured Shipments, Secured Shipments and Bulk Shipments.



## Truck or Vehicle Arrangements

DJML also provide door-to door Trucks/ Vehicle arrangements to customers, in which the goods are loaded on to our vehicle at the premises of the customer and then delivered to the specified destination. This service is typically used by manufacturers that have large quantities of goods to be transported and is offered at a pre-determined price. They are managed through tie-ups with other operators/ agents.



## Packers and Movers Services

DJML also provides shifting services or packers and movers services. The company has a well planned system to manage the moving/shifting from the pick-up/origin point to the drop-off with excellent customer service.

### DJML Strives to.....

- To ensure best last mile connectivity
- Online tracking facility
- Dedicated manpower and Company vehicles
- 24\*7, 365 days operations
- Door to door , pick up & delivery
- On time delivery
- Best service
- Late pick-ups and early connectivity
- Handle with care

## International Deliveries

DJ Mediaprint & Logistics Ltd. is an authorized Express Mail Service (EMS) provider and has tie-ups with various international courier companies. To provide our clients with smooth international courier solutions, we have set up separate processes and run our operations in compliance with the international laws and standards.

We have experts who are well-versed with the international mandates, rules and regulations pertaining to international courier services, and manage all activities with the promptness and tact required for such a high scale of operations.

*It is a way we help empower businesses globally*





End-to-End solutions  
from records creation,  
retention, archiving and retrieval...

# S

## canning and Record Management Services

### What we do?

We take care of organizing and storing all records of a company, including the many versions of documents that are made at different operational stages. Our core objective is to take the complete onus of record management so that the main focus of our clients from operational management and strategizing is not compromised. We have end-to-end solutions from records creation, retention, archiving and retrieval through to destruction. The net effect of these services is that your records operations

are transformed into a professionally managed information center.

We store records in a very organized and secure manner, allowing for easy retrieval are required, without compromising their confidentiality. Every possible data security regulation and best practice is followed to enact the most intricate and leading information security system. We are backed by a team of professionals who carry the expertise and experience to carry out the information storage and management efficiently and safely.

### What we offer?

- Access and control
- Confidentiality
- Safe & Secure service
- Integrated systems
- Web-based solution for complete control
- Reporting at your fingertips
- Professional management

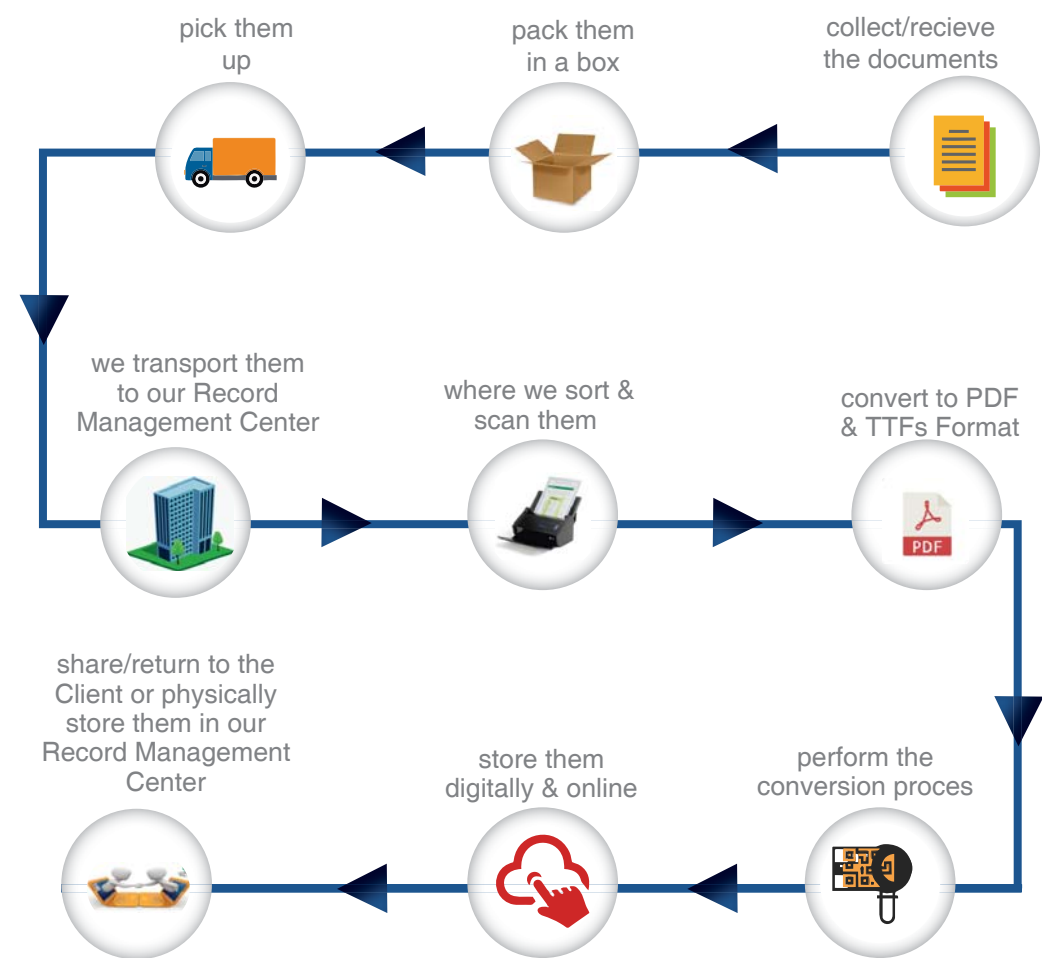
### Our facilities feature

- Strict access control,
- 24-hour manned security,
- Extensive CCTV coverage,
- Fire systems with sprinklers
- Smoke detectors installed



# Bulk Scanning

## Scanning & Digitization Process



Digital imaging or scanning makes your business records instantly available. Digitizing handwritten or printed information instantly multiplies the possibilities for using your information. We have bulk scanning solutions for organizations that need scanning of large number of documents on a regular basis. Our scan software ensures that all the scanned copies are of good quality. The files that are thus created are a result of character recognition and other special features and the copies

themselves have text search able feature. Bulk scanning is an efficient and economical way for companies to outsource their scanning processes to be managed by professional set-ups and purpose-built systems. We also offer document management system software to securely host your images, which can be accessed through a web browser. Our services include on site and off-site records storage, documents, scanning, rotation, evaluating and shredding solutions.



## Bulk Sms & Bulk Email Solutions

With our bulk e-mail and SMS services, our clients have been able to extend their reach in terms of marketing and increase conversions. We provide a unique, end to end, global carrier-grade mobile data service. One can send easily SMS alerts and promotional messages to as many contacts as desired. Our bulk e-mail service allows the client a cost-effective marketing solution that is proven for its rate of conversions.





Power of Media...



# N

## ewspaper Advertisement

PRESS being the most comprehensive form of advertising, we ensure that you get the best deal according to your requirements.

We are officially registered as an advertising agency, and offer several advertising options as per clients' requirements. We have tie-ups with prestigious newspapers on an all-India Level, and thus stand at an advantageous position of offering cost-effective print media services. Moreover, we have the technical know-how of the appropriate formats that are used to publish such material which fulfill legal compliance as well as business-relevant layouts.

We have a team of designers and proofreaders to ensure that the textual and visual content is relevant to the purpose and target audience of the material that is being published.

Our service includes publishing financial results and any other information that the law requires them mandatory to report in local and English languages. We also publish material such as display ads appointments, notices, tenders, job postings, advertisements, material related to Public Relations, and any other commercial material that businesses want to publish in the newspapers.



# Staffing Solutions...

# M

# anpower Supply

We understand that every business is incomplete without the support of semi-skilled manpower which facilitates the day-to-day activities with convenience. To ensure that your business runs smoothly, without you having to focus on the supporting activities, we offer semi-skilled manpower across various areas in Mumbai, Navi Mumbai, and Thane, among other areas.

Our semi-skilled manpower comprises of Scanning ,Sorting staff,

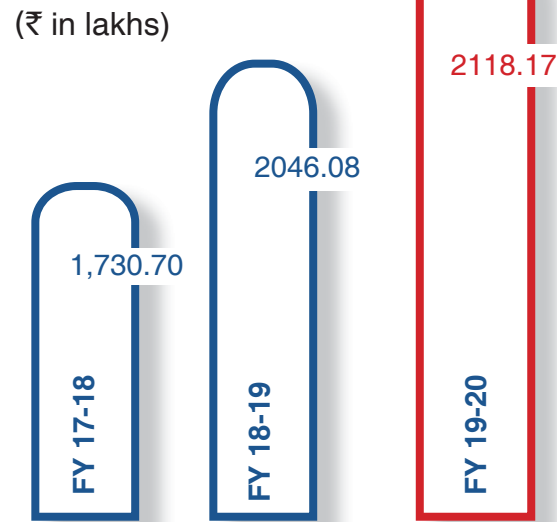
back-office executives, and data-entry professionals, who are trained to do the job within the set time lines and as per the set processes. Our workforce is trained to do the job from Day One, such that operational efficiency is maintained while ensuring minimum overheads.

Our resources are well-trained, cordial, and professional; they carry the assigned tasks in an organized manner with minimum or no supervision.

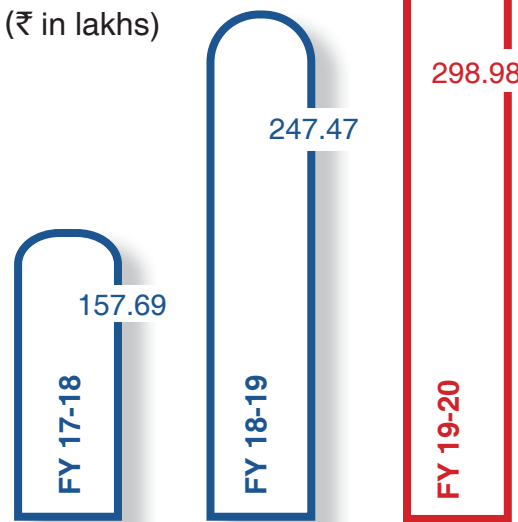
7

# Highlights of the Year & Performance

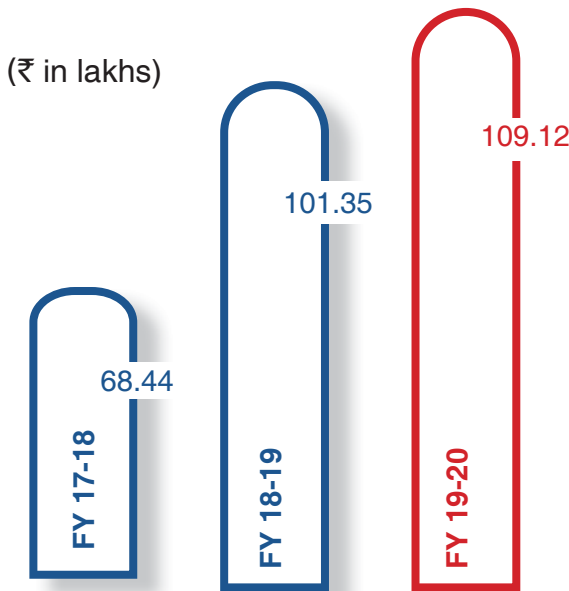
## Revenue from Operations



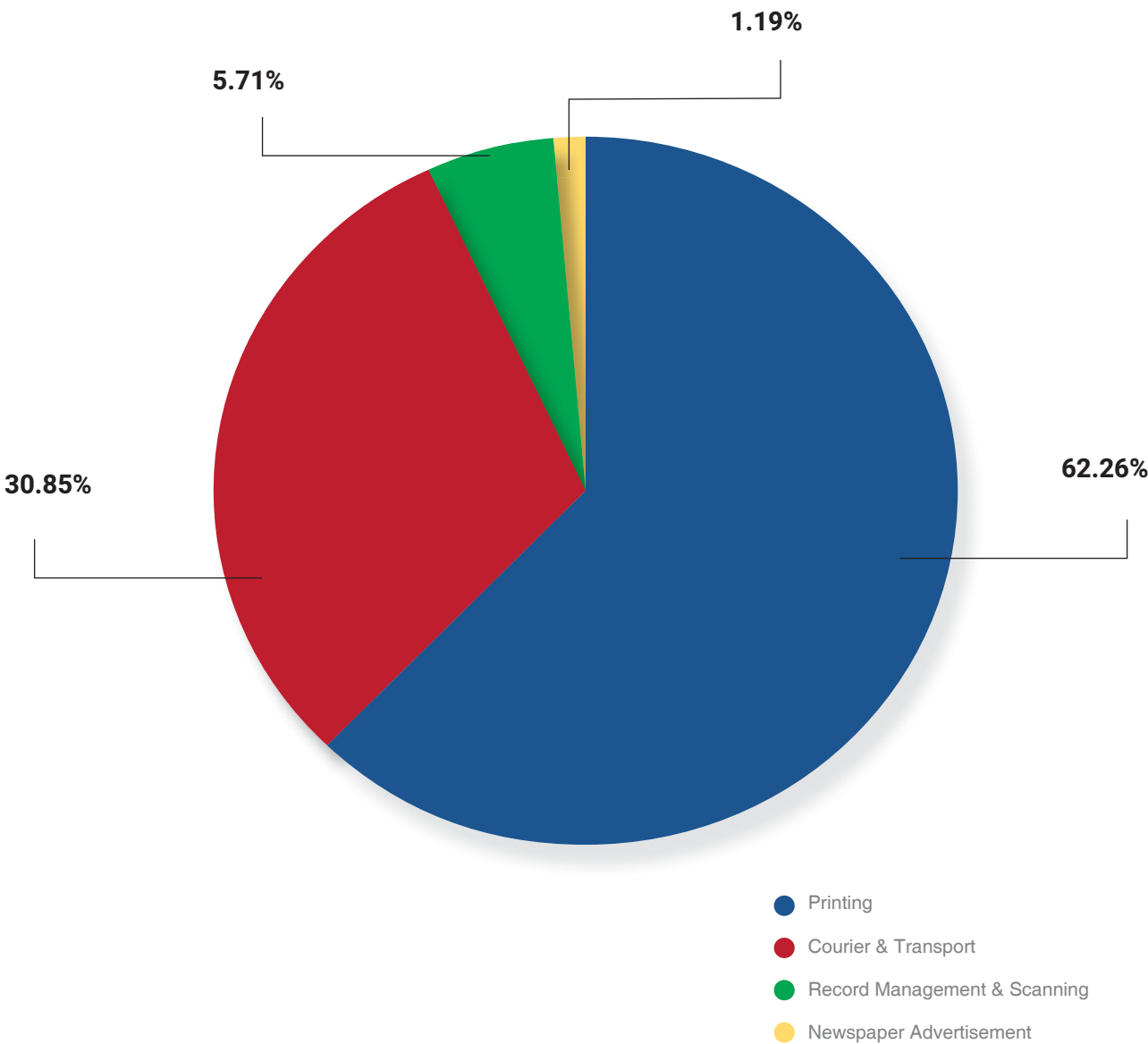
## PBDIT



## Profit after Tax



# Segment Revenue





# Our footprint across major markets

1

Registered Office



24, 1st Floor, Palkhiwala House,  
Tara Manzil, 1st Dhobi Talao Lane,  
Mumbai – 400 002, Maharashtra, India.

2


Corporate Office & Printing Unit



UP Warehouse, Mafco Yard, Plot No. 4  
to 9, 1st Floor, Sector-18, Vashi, Navi  
Mumbai – 400703, Maharashtra, India.

3

GOA Office- Collection Centre



Plot No. 114, Ground Floor, PDA COLONY,  
Off Mall De Goa, Mapusa Road, Porvorim,  
Bardez, Goa - 403521.

4

Delhi Office-Collection Centre



No. 18/7 (Old No. WZ-93/4), Situated at Azad  
Nagar, Bagh Kare Khan, Near Padam Nagar,  
Kishan Ganj, Delhi - 110007.



## Record Management Center/Warehouse at Bhiwandi

5

R.C.C Building No. A/3, 115  
Harihar Corporation, Dapoda  
Village, Mankoli Naka, Bhiwandi,  
Dist. Thane.

6

Building No. A/3, 104, Harihar  
Complex, Dapoda Road,  
Bhiwandi, Dist. Thane.

7

Building No. A/3, 105, Harihar  
Complex, Dapoda Road,  
Bhiwandi, Dist. Thane.

8


Building No. D-1, Gala No. 107,  
Print World Industrial Complex,  
Vehale Bhatele Road, Village  
Vehale, Tal. Bhiwandi Dist. Thane  
421311.

9

Building No. A/3, 116,  
Harihar Complex, Dapoda  
Road, Bhiwandi, Dist. Thane.

10

Gala No. 16 and 17, Globe Complex,  
Opp. Manas CNG pump, Village Owali,  
Dapode Mankoli Anjunphata,  
Bhiwandi - Thane.



# From Managing Director's Perspective



*Dear Shareholders,*

*FY19-20 was a turnaround year for us, as we built on the momentum gained towards the second half of FY19-20 and recorded healthy operational and financial performance and eventually got listed on the "SME Platform of Bombay Stock Exchange". Our vision to leave a footprint in the industry was fulfilled.*

*"We are focused more than ever on strengthening consumer engagement to drive growth. We strive to make our brands relatable and valuable to our consumers perception through our brand communications"*

last year was a eventful year with full of activities and achievements, we celebrated the completion of decade of operations in the industry, a feat that was made possible by a shared vision and a collective enterprises, we have passed many more stepping stones in our journey through the last decade, I take great pleasure in sharing the achievement along with our stakeholders before moving to next decade that we have reached a new milestone by securing prestigious IBA Approved Security Printing License. It was a great honor and proud moment for the entire team involved not a mean achievement by any standard set up by the license issuing agency provided that meeting the stringent criteria and conditions laid down by the agency to become eligible for the coveted prize in the form of license hence, here I am thrilled to emphasize that it should be treated not only as a license but certification of excellence as well.

#### Indian economy continues to surge ahead

India remains one of the world's fastest growing major economies and aspires to be \$5 Trillion economy by FY25. Micro, Small and Medium Enterprises (MSMEs) are likely to play a crucial role in revitalizing the country's economic growth in the next 3-4 years. In addition, the government's focus on further formalising the economy through a series of policy reforms has started yielding results. The government has also undertaken several measures to boost the MSME sector, such as enabling easy access to credit and interest subvention on fresh or incremental loans for GST-registered MSMEs. Further, the government has also mandated public sector companies to procure 25% of their total purchases from MSMEs.

#### A year of continued momentum

We achieved healthy growth across our financial and operational metrics. Our revenue grew 3.52% y-o-y to ₹ 2118.17 Lakhs as compared to ₹ 2046.08 Lakhs in the previous fiscal, our unwavering focus to delight and surprise our customers has paid off over the years and we are continuing to build on the customer trust we have earned. Besides, a massive initiative like 'Make in India' would entail special focus on optimization of supply chain and its management. The focus on improving and strengthening India's Supply Chain and Distribution Network have opened up new opportunities and avenues for Logistics in India. Our focus will also be on improving our supply chain and distribution network and on making our logistics segment

more strong so as to reach and deliver- any location, any city, anywhere in India and beyond.

#### Creating Employment

This year we took huge strides to further invest in our internal capabilities and nurture our talent for the future. It is quite fascinating to see the young from difficult economic backgrounds doing so well. We are developing such talent in leaps and bounds. It also gives us immense satisfaction to see the gender gap being reduced over a period of time. On employing women we are making conscious efforts to get more women into our work force and provide them with job opportunities.

#### Employees

Our employees are the heart of our business. Their continued commitment, focus and hard work have been the bedrock of our success.

#### Customers

We will continue on our journey to be more accessible and affordable for our customers, by expanding our reach and improving our processes constantly.

#### Vendors and Partners

We strongly value and thank all our vendors and partners for their continued commitment and support.

#### Environment & Society

As a growing organisation, we are also mindful of the impact we have on the environment and society. We are actively pursuing on planting more trees and reducing energy consumption to contain our impact on the environment. We will always act as a responsible citizen, accountable to the society and the environment.

#### Shareholders

Through all this, we will continue to deliver superior shareholder value as well.

Let me end my note by thanking all the Board Members, the Senior Management Team and our beloved employees who have strived hard to make DJML what it is today.

Going forward, I solicit your continued cooperation.

Yours sincerely,

**Dinesh Kotian**  
Founder and Managing Director



# Q & A with the Chief Financial officer



## Become a visionary and a strategist!!!!

*It has been an exciting year for us.*

*There were several developments including the milestone of listing the Company on the SME platform of the Bombay Stock Exchange.*

**Q. Please briefly explain the financial performance for the FY ended 2020?**

Our business grew by 3.52 % to report Rs. 2118.17 lakhs in revenues versus Rs. 2046.08 in the previous year. Our EBITDA has increased to 14.11 % of sales in 2020 as against 12.09 % of sales in 2019. The growth is largely as a result of integration of businesses which we acquired over the last couple of years.

**Q. Please share your thoughts on Segment Wise performance of the Company?**

The overall revenues of your Company increased 3.52 % during the current year in comparison with the earlier year

Logistics segment revenues recorded a growth of 24.88 %. The said growth is the result of a growth in the introduction of GST, E way bill, other government initiatives to strengthen supply chain and distribution.

Printing segment revenues decreased by (11.82 %). The said decline in growth is the result of a Covid 19 Pandemic.

Storage & Record Management Segment revenues recorded a growth by 7 times .The said growth is the result of a growth in the acquisition and Business Integration

Newspaper Advertisement Segment revenues increased by 3 times. The said growth is the result of a growth in the Cross Selling to customers of other segments.

**Q. How to you define Change? How important is Change for the current day business?**

*Change is the only constant; be adaptive.* One needs to start dealing with, or maybe even start enjoying, the ambiguity and complexity. The terrain that a CFO has to traverse isn't as structured or straightforward. One needs to embrace new things, think out-of-box, innovate intelligently and finally, assume the ultimate accountability, particularly when things fail. When the world around you is unpredictable, as it mostly is, one has to be adaptable and a quick thinker.

**Q. Are we taking any measures to optimize our financial costs?**

An advantage we have in our business is we are in multiple segments which helps to balance our overall cost. For now, our debt is funded with an average cost of borrowing in the range of 10-12%. Due to government initiatives of supporting MSME's which serves as a great opportunity for us .We are working on reducing our overall cost of borrowings.

*Finally.....*

**Q. How is it to be the CFO?**

The CFO position comes with tremendous responsibilities. One needs to be ready to make some sacrifices. You now represent a position, an institution. Your every step is being watched, your mood is being monitored, and every word you say is being analysed for its obvious and even hidden meanings. You not only set the vision and target for your organisation, you now have the power to even set the daily mood of all the people that work there. Motivating and inspiring people and displaying optimism in the face of challenges, is what is now expected from you. Simply put, wear a smile every day to office.

*"Business should lead the numbers and not vice versa"*

*You can't lead a company as its CFO, unless you personally have a vision for the company and you have a strategic thinking on every matter that is important.*

Yours sincerely,

**DHANRAJ**  
Chief Financial officer



# BOARD OF DIRECTORS

## Our distinguished leadership



**Mr. Dinesh Kotian**  
Founder and Managing Director

A visionary and an experience in management, Mr. Dinesh Kotian is the Founder and MD of DJML. With over 25 years of experience in Printing and Logistics, he has successfully scripted DJML's growth story and is continuously engaged in exploring the next innovation to drive the Company's business. He is responsible for keeping the Company on track in a dynamic business environment.



**Mr. Deepak Bhojane**  
Whole-time Director

With over 20 years of experience in printing and logistics, Mr. Deepak Bhojane has served on the Board since March 10, 2010 and later in 2017 he was designated as Whole - time Director. He especially plays a vital role in striking a balance between sales and customer satisfaction. His versatile personality allows him to tackle various challenges in different department quite apt fully.



**Mr. Deepak Salvi**  
Whole-time Director

With over 22 years of experience in logistics, Mr. Deepak Salvi has served on the Board since March 10, 2010 and later in 2017 he was designated as Whole - time Director. He carries significant experience in logistics, transport and courier operations and is responsible for all the logistical and courier operations of the company on the pan-India and international level. He is immensely familiarized with the dynamics of the ground operations and deftly carries out the implementation of the various plans that are drawn out from time to time.



**Mr. Devadas Alva**  
Non-Executive Director

Mr. Alva has been a part of the DJ Mediaprint & Logistics Ltd. since 2014 as a Non-Executive Director. His seniority and his wide range of experience in corporate compliance and administration as Maharashtra State Government Official has helped to herald down many obstacles and challenges faced by the company on its course to success. His precision to minor details and his expertise in Human Resources has helped to create a customer-friendly work place with effective communication and maximum satisfaction.



**Mr. Dwarka Prasad Gattani**  
Non-Executive Director

Mr. Gattani is a qualified Chartered Accountant. He passed his CA exams in 2006 from the Institute of Chartered Accountants of India and is having more than 16 years of experience in the Investment Banking, Debt Syndication and Management Consultancy Services etc. He is also the Promoter Director of Corporate Capital design Pvt Ltd. He was appointed as the Additional Independent Director in the company in 2019.



**Mr. Purshottam Mahadeo Dalvi**  
Independent Director

Mr. Dalvi is the Vice Chairman of the popularly known 'Mumbai Bank' and also the Director on the Board of other cooperative agencies like Suyog Sahakari Pathpedi Maryadit since its inception. His vast experience in banking and acute attention on administration and public relations helps the company to reach new heights of success. He was appointed as the Additional Independent Director in the company in 2019.



**Mr. Navinchandra Rama Sanil**  
Independent Director

Mr. Sanil is a Commerce Graduate from Mumbai University with professional experience over 35 years in various fields like Accounting, Public Relations, Corporate governance, etc. Out of 35 years, he served Indian Defence (Civilian) for about 18 years. Mr. Sanil is also a Vastu Consultant. His vast knowledge bestowed on him with the title of Vastu Marthand. He is also a PR professional with reference to Relationship-building skills, Social media savvy and good at maintaining company reputation high at all stages. He was appointed as the Additional Independent Director in the company in 2019.



**Ms. Deeksha Devadiga**  
Independent Director

She has completed her Post Graduate in Business Administration with Specialization in Finance and Marketing from VTU University, Belgaum, Karnataka. She has currently associated with LOBA CHEMIE PVT LTD. She handles the complete Client Networking, Product and Vendor Management etc. Furnished with the knowledgeable and proficiency in Media Marketing, Ms. Deeksha has been fashioning a prototypical workforce that displays the abilities of statement, self- control, objectivity and other qualities that an organization can desire from its employees. She was appointed as the Additional Independent Director in the company in 2019.

# CELEBRATING THE LAST TWO DECADES WITH PRIDE...

*Our extraordinary journey, since our evolution from a sole propriety business in the name of DJ Corporation into a full-fledged enterprise in print media & logistics, began at a very humble but passionate scale in 1999 in Mumbai with just 5 people.*





# Making a Concrete Difference

## Our Philosophy

Actively extending the support to the upliftment of the underprivileged, destitute and the downtrodden classes.

*Our company is constantly making an effort to contribute to the society with its philanthropic initiative. DJML believes in people-centric inclusive development with active participation in social work.*

## Education

Education is important for all the citizens without any discrimination to the economically challenged class. DJML is also contributing in its own way by providing financial assistance, distribution of text books, bags, School/Tuition fees and moral help for children across the underprivileged and economically challenged sections of the rural as well as urban society



## Health Care

DJML in association with Sparks Foundation has conducted regular Health check camps for its employees absolutely free of cost and also makes available medical treatment to the underprivileged and economically challenged section of the society

## Women Empowerment

DJML always supports women empowerment initiative and strives to create a safe, comfortable and encouraging office environment for Women. This is possible due to education, skill development and employment programmes for women across the varied section of society to better support themselves.



## Employment to Physically Challenged

Enhancing employment opportunities for people with disabilities is one of the main concerns of the disability sector in India. We at DJML provide employment opportunities to the physically challenged by creating a healthy work environment. DJML always strives to protect the rights of persons with disabilities, on an equal basis with others, to also provide just and favourable conditions of work, including equal opportunities and equal remuneration for work of equal value, safe and healthy working conditions, including protection from harassment, and redressal of grievances;



## Environmental Awareness

We here in DJML believe in being environmental friendly. Environmental sustainability is a grave issue which we cater through practical initiatives like environmental cleaning, planting trees, no or less use of plastic, alternative energy, conservation of resources and spreading environmental awareness in our workforce. We understand we are at first, more accountable to our environment and Mother Earth.





# DJ MEDIAPRINT & LOGISTICS LIMITED

*One Stop Solutions for all your corporate needs...*



- ✓ *Benchmarking Quality*
- ✓ *Anticipating customer needs and providing them with customized Printing, Logistics and Bulk Mailing solutions.*
- ✓ *Extensive domain expertise and in depth understanding of the dynamic market conditions.*
- ✓ *We believe in our people, infrastructure & facilities.*
- ✓ *Ideal location in the prime areas of the city to facilitate easy access and offices equipped with modern setup.*

- ✓ *We commit to develop, reward and recognize our people*
- ✓ *Well – trained professional staff*
- ✓ *Prompt pick-up, execution & delivery*
- ✓ *Proper complaint Management and after sale services unmatched in the industry.*
- ✓ *Competitive Rates*
- ✓ *Customer satisfaction*

**NOTICE OF THE 11<sup>th</sup>  
ANNUAL GENERAL  
MEETING**



## DJ MEDIAPRINT & LOGISTICS LIMITED

(CIN:U60232MH2009PLC190567)

Registered Office: 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002.  
Corporate Office: UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400 703,  
Tel: 022 – 2788 9340/41/43/ Website:www.djcorp.in Email: cs@djcorp.in

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 11<sup>th</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DJ MEDIAPRINT & LOGISTICS LIMITED WILL BE HELD ON SATURDAY, 05<sup>th</sup> SEPTEMBER, 2020 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OVAM”) TO TRANSACT THE FOLLOWING BUSINESS;**

#### Ordinary Business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors (“the Board”) and auditors thereon.
2. To appoint a Director in place of Mr. Devadas Alva (DIN: 06902537), who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

3. Appointment of Mr. Purushottam Mahadeo Dalvi (DIN: 08648037) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution;

**RESOLVED THAT** pursuant to the recommendation of the Board of Directors Mr. Purushottam Mahadeo Dalvi (DIN: 08648037) who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> November, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Purushottam Mahadeo Dalvi (DIN: 08648037) as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Purushottam Mahadeo Dalvi (DIN: 08648037), who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 5<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025.

**RESOLVED FURTHER THAT** Mr. Purushottam Mahadeo Dalvi (DIN: 08648037) shall not be liable to retire by rotation during his tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji Company Secretary and Compliance Officer, be and are hereby jointly and/ or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

4. To appoint Ms. Deeksha Devadiga (DIN: 08652925) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution;

**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, Ms. Deeksha Devadiga (DIN: 08652925) who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> November, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Ms. Deeksha Devadiga (DIN: 08652925) as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Deeksha Devadiga (DIN: 08652925), who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 5<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025.

**RESOLVED FURTHER THAT** Ms. Deeksha Devadiga (DIN : 08652925) shall not be liable to retire by rotation during her tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji Company Secretary and Compliance Officer, be and are hereby jointly and/or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution."

5. To appoint Mr. Navinchandra Rama Sanil (DIN : 08648083) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution;

**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, Mr. Navinchandra Rama Sanil (DIN: 08648083) who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> November, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Navinchandra Rama Sanil (DIN: 08648083) as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Navinchandra Rama Sanil (DIN: 08648083), who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 5<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025.

**RESOLVED FURTHER THAT** Mr. Navinchandra Rama Sanil (DIN: 08648083) shall not be liable to retire by rotation during his tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji Company Secretary and Compliance Officer, be and are hereby jointly and/or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution."

6. To appoint Mr. Dwarka Prasad Gattani (DIN : 06865570) as an Non- Executive Director of the Company

To consider and if thought fit, to pass the following resolution as an ordinary resolution;

**RESOLVED THAT** pursuant to the Board of Directors, Mr. Dwarka Prasad Gattani (DIN: 06865570) who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> November, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Dwarka Prasad Gattani (DIN: 06865570) as a candidate for the office of Director, be and is hereby appointed as Non- Executive Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dwarka Prasad Gattani (DIN: 06865570), who is eligible for appointment be and is hereby appointed as an Non- Executive Director of the Company with effect from 5<sup>th</sup> September, 2020.

**RESOLVED FURTHER THAT** Mr. Dwarka Prasad Gattani (DIN: 06865570) shall be liable to retire by rotation during his tenure as an Non- Executive Director of the Company.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji Company Secretary and Compliance Officer, be and are hereby jointly and/or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution."

**By order of the Board of Directors  
For DJ Mediaprint & Logistics Ltd.**

**Khushboo Mahesh Lalji**  
Company Secretary  
M.No.:- A53405

**Place:** Mumbai  
**Date:** 01<sup>st</sup> August, 2020

**Registered Office:**  
24, 1<sup>st</sup> Floor, Palkhiwala House, Tara Manzil  
01st Dhobhi Talao Lane, Mumbai – 400 002, Maharashtra



**Notes:**

1. In view of existing **Covid-19 Pandemic** and in accordance with General Circular No. **20/2020** dated **05<sup>th</sup> May, 2020** issued by **Ministry of Corporate Affairs** read with Circulars dated **08<sup>th</sup> April, 2020** and **13<sup>th</sup> April, 2020** and Circular No. **SEBI/HO/CFD/CMD1/CIR/P/2020/79** issued by the **SEBI** (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold AGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The relevant details, pursuant to Regulations 36 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, in respect to the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their re-appointment. The profile of the Directors to be appointed/re-appointed is enclosed as **Annexure I**;
3. The Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto and forms part of this Notice.
4. The Members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 02.30 p.m. i.e. at least 30 minutes before the commencement of the meeting and 15 minutes post the conclusion of the Meeting. All the Members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the meeting.
5. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Transfer Books of the Company will be closed from **30<sup>th</sup> August, 2020** to **5<sup>th</sup> September, 2020**, both days inclusive;
7. In accordance with the Directions issued by the Ministry of Corporate Affairs, the Meeting has a capacity to host atleast 1000 Members on a First-Come, First-Serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis. The participants are allowed to pose their questions concurrently or they can submit the questions in advance on the email id [cs@djcorp.in](mailto:cs@djcorp.in).
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report of 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2019-20 of the Company circulated to the Members of the Company, will be made available on the Company's website [www.djcorp.in](http://www.djcorp.in), website of the Stock Exchange i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. Members holding shares in **Dematerialized Form** are requested to intimate all changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail 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, **M/s. Purva Shareregsitry (India) Private Limited** to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to **M/s. Purva Shareregsitry (India) Private Limited**.
10. Members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the **Company** or **M/s. Purva Shareregsitry (India) Private Limited** for assistance in this regard.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the **Company** or **M/s. Purva Shareregsitry (India) Private Limited**, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the **Register of Members** of the Company will be entitled to vote at the AGM.
13. Transfer of Unclaimed/Unpaid amounts to the **Investor Education and Protection Fund (IEPF)**, Pursuant to **Sections 205A and 205C** and other applicable provisions, if any, of the **Companies Act, 1956** and **Section 123 of Companies Act, 2013** all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/ unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the **IEPF** established by the Central Government. No claim shall lie against the Company for the amounts so transferred prior to **31<sup>st</sup> March, 2020**, nor shall any payment be made in respect of such claim.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under **Section 170 of**

## Annual Report 2019-2020

the **Companies Act, 2013** and the Register of Contracts or arrangements in which Directors are interested, maintained under **Section 189** of the **Companies Act, 2013** will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. **05<sup>th</sup> September, 2020**. Members seeking to inspect such documents can send an email to [cs@djcorp.in](mailto:cs@djcorp.in).

15. Authorised Representatives of Corporate Members and Representatives appointed in pursuance of **Section 112** and **Section 113** of the **Companies Act, 2013** intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address [cs@djcorp.in](mailto:cs@djcorp.in); if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer's verification;
16. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, **M/s. Purva Shareregistry (India) Private Limited**, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra Tel.: 022 2301 2518 / 8261, Email/ Investor Grievance E-mail: [support@purvashare.com](mailto:support@purvashare.com) Website: [www.purvashare.com](http://www.purvashare.com).
17. As per the provisions of **Section 72** of the **Companies Act, 2013** read with the rules made thereunder, facility for making nominations is available for Members, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, **M/s. Purva Shareregistry (India) Private Limited**, in case the shares are held in physical form.
18. Members seeking any information or clarifications on the Annual Report are requested to send in written, queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.
19. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice.
20. In compliance with **Section 108** of the Act, read with the corresponding rules, and **Regulation 44** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("the Listing Regulations"), the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the **Central Depository Services (India) Limited (CDSL)**. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email

addresses is provided in the instructions for e-voting section which forms part of this Notice.

### A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The procedure and instructions for e-voting are as follows:

- (i) The voting period begins from **09:00 a.m. on Wednesday, 02<sup>nd</sup> September, 2020** and ends on **Friday, 4<sup>th</sup> September, 2020 at 05:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 29<sup>th</sup> August, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field or if the same is not updated, Member may send an e-mail to Purva Shareregistry (India) Private Limited at <a href="mailto:support@purvashare.com">support@purvashare.com</a></li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for the relevant DJ Mediaprint & Logistics Limited on which you choose to vote.
  - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- ii. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@djcorp.in](mailto:cs@djcorp.in) / [support@purvashare.com](mailto:support@purvashare.com).
  - iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

#### C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / iPads with latest internet browsers for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed (ideally broadband connectivity- 512 kbps or 2 mbps and above dedicated bandwidth) to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to AGM mentioning their name, demat account number/ folio number, email id, mobile number at [cs@djcorp.in](mailto:cs@djcorp.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [cs@djcorp.in](mailto:cs@djcorp.in). These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting on a priority basis. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- vii. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.

#### D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

#### B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@djcorp.in](mailto:cs@djcorp.in)/ [support@purvashare.com](mailto:support@purvashare.com).

## Annual Report 2019-2020

- ii. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

### Note for Non - Individual Shareholders and Custodians

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@djcorp.in](mailto:cs@djcorp.in), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

21. Process for registration of email id for obtaining Annual Report:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Purva Shareregistry (India) Private Limited by providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

22. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
23. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
24. Mr. Rahul Gupta (ICSI Membership No. ACS-43021), of M/s B R Gupta & Company, Practising Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
25. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.djcorp.in](http://www.djcorp.in) and on the website of CDSL immediately after the result is declared by the Chairperson. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By order of the Board of Directors  
For DJ Mediaprint & Logistics Ltd.**

**Khushboo Mahesh Lalji**  
Company Secretary  
M.No.:- A53405

**Place:** Mumbai

**Date:** 01<sup>st</sup> August, 2020

**Registered Office:**

24, 1st Floor, Palkhiwala House, Tara Manzil  
01st Dhobhi Talao Lane Mumbai 400002, Maharashtra

## ANNEXURE I

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS;

Particulars	Mr. Devadas Alva	Mr. Purushottam Mahadeo Dalvi	Ms. Deeksha Devadiga	Mr. Navinchandra Rama Sanil	Mr. Dwarka Gattani
<b>DIN</b>	06902537	08648037	08652925	08648083	06865570
<b>Designation</b>	Non-Executive Director	Additional Independent Director	Additional Independent Director	Additional Independent Director	Additional Non-Executive Director
<b>Date of Birth</b>	10/09/1942	03/11/1963	20/01/1992	09/05/1952	07/11/1982
<b>Age</b>	78	57	28	68	38
<b>Date of appointment on Current Position</b>	25 <sup>th</sup> June, 2014	29 <sup>th</sup> November, 2019	29 <sup>th</sup> November, 2019	29 <sup>th</sup> November, 2019	29 <sup>th</sup> November, 2019
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Qualifications</b>	Diploma in Electronics	HSC	MBA- Finance & Marketing from VTU University, Belgaum.	Commerce Graduate from Mumbai University	Qualified Chartered Accountant from the Institute of Chartered Accountants of India.
<b>Expertise in specific functional areas</b>	He is having vast experience of 40 years in corporate compliance and administration as Maharashtra State Government Official and expertise in Human resource and legal field.	He is having vast experience of 30 years in banking administration and public relations.	She has 5 years of experience in Finance, Accounts, Client Networking, Product and Vendor Management etc. Furnished with the knowledgeable and proficiency in Media Marketing,	He has an experience over 35 years in various fields like Accounting, Public Relations, Corporate governance, etc. Out of 35 years, he served Indian Defence (Civilian) for about 18 years.	He is having more than 16 years of experience in the Investment Banking, Debt Syndication and Management Consultancy Services etc.
<b>Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)</b>	Nil	Nil	Nil	Nil	Nil
<b>Chairman/Member of Committee of other Company</b>	Nil	Nil	Nil	Nil	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Nil	Nil	Nil	Nil	Nil
<b>No. of Shares held in the company</b>	600	Nil	Nil	Nil	Nil
<b>Remuneration proposed to be paid</b>	Other than sitting fees for Board Meetings attended by them no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by them no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by them no other remuneration is paid to her.	Other than sitting fees for Board Meetings attended by them no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by them, no other remuneration is paid to him.
<b>Remuneration last drawn For financial year 2019-2020</b>	Nil	Nil	Nil	Nil	Nil



<b>Number of Board meetings attended during the financial year 2019-2020</b>	9	5	5	5	5
<b>Directorship of other Companies in India (as on March 31, 2020)</b>	Nil	Vice Chairman of Mumbai Bank	Nil	Nil	Promoter – Director with Corporate Capital Designers Pvt Ltd
<b>Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2020)</b>	Nomination Remuneration Committee-Member.	NIL	1.Audit Committee-Chairman. 2.Nomination Remuneration Committee-Member.	1.Audit Committee-Member. 2.Nomination Remuneration Committee-Chairman. 3.Stakeholders Relationship Committee-Chairman.	1.Stakeholders Relationship Committee-Member.
<b>Terms and Conditions of Appointment</b>	Non-Executive Director liable to retire by rotation	Appointed as Independent Director by the Company for 5 years from 5 <sup>th</sup> September, 2020 to 04 <sup>th</sup> September, 2025, not liable to retire by rotation.	Appointed as Independent Director by the Company for 5 years from 5 <sup>th</sup> September, 2020 to 04 <sup>th</sup> September, 2025, not liable to retire by rotation..	Appointed as Independent Director by the Company for 5 years from 5 <sup>th</sup> September, 2020 to 04 <sup>th</sup> September, 2025, not liable to retire by rotation.	Non-Executive Director liable to retire by rotation

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)**

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 6 of the accompanying Notice.

##### **Item No-3**

#### **To appoint Mr. Purushottam Mahadeo Dalvi (DIN : 08648037) as an Independent Director of the Company.**

The Board of Directors had appointed Mr. Purushottam Mahadeo Dalvi (DIN : 08648037) as an Additional Independent Director with effect from 29<sup>th</sup> November, 2019 subject to the approval of the Members. Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Purushottam Mahadeo Dalvi holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director.

The Company has also received the declaration from Mr. Purushottam Mahadeo Dalvi stating that he meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Mr. Purushottam Mahadeo Dalvi is attached as Annexure to Notice.

In the opinion of the Board, Mr. Purushottam Mahadeo Dalvi fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Independent Director and is Independent of the Management.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Purushottam Mahadeo Dalvi as an Independent Director of the Company for a period of five (5) years commencing from 5<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025.

Except Mr. Purushottam Mahadeo Dalvi, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No.3.

##### **Item No. 4**

#### **To appoint Ms. Deeksha Devadiga (DIN : 08652925) as an Independent Director of the Company**

The Board of Directors had appointed Ms. Deeksha Devadiga (DIN : 08652925) as an Additional Independent Director with effect from 29<sup>th</sup> November, 2019 subject to the approval of the Members. Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Deeksha Devadiga holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director.

The Company has also received the declaration from Ms. Deeksha Devadiga stating that she meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Ms. Deeksha Devadiga is attached as Annexure to Notice.

In the opinion of the Board, Ms. Deeksha Devadiga fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Independent Director and is Independent of the Management.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Ms. Deeksha Devadiga as an Independent Director of the Company for a period of five (5) years commencing from 5<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025.

Except Ms. Deeksha Devadiga, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No.4.

#### Item No. 5

##### **To appoint Mr. Navinchandra Rama Sanil (DIN : 08648083) as an Independent Director of the Company**

The Board of Directors had appointed Mr. Navinchandra Rama Sanil (DIN : 08648083) as an Additional Independent Director with effect from 29<sup>th</sup> November, 2019 subject to the approval of the Members. Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Navinchandra Rama Sanil holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director.

The Company has also received the declaration from Mr. Navinchandra Rama Sanil stating that he meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Mr. Navinchandra Rama Sanil is attached as Annexure to Notice.

In the opinion of the Board, Mr. Navinchandra Rama Sanil fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Independent Director and is Independent of the Management.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Navinchandra Rama Sanil as an Independent Director of the Company for a period of five (5) years commencing from 5<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025.

Except Mr. Navinchandra Rama Sanil, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No.5.

#### Item No. 6

##### **To appoint Mr. Dwarka Prasad Gattani (DIN : 06865570) as an Non- Executive Director of the Company**

The Board of Directors had appointed Mr. Dwarka Prasad Gattani (DIN : 06865570) as an Additional Non-Executive Director with effect from 29<sup>th</sup> November, 2019 subject to the approval of the Members. Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Dwarka Prasad Gattani holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director. The detailed profile of Mr. Dwarka Prasad Gattani is attached as Annexure to Notice.

In the opinion of the Board, Mr. Dwarka Prasad Gattani fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Non-Executive Director of the Company.

Mr. Dwarka Prasad Gattani (DIN : 06865570) shall be liable to retire by rotation during his tenure as an Non- Executive Director of the Company.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Dwarka Prasad Gattani as an Non-Executive Director of the Company w.e.f from 5<sup>th</sup> September, 2020.

Except Mr. Dwarka Prasad Gattani, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No.6.

**By order of the Board of Directors  
For DJ Mediaprint & Logistics Ltd.**

**Khushboo Mahesh Lalji**  
Company Secretary  
M.No.:- A53405

**Place:** Mumbai

**Date:** 01<sup>st</sup> August, 2020

**Registered Office:**

24, 1st Floor, Palkhiwala House, Tara Manzil  
01st Dhobhi Talao Lane Mumbai 400002 , Maharashtra

# **DIRECTORS' REPORT**



## DIRECTORS' REPORT

To  
The Members,  
**DJ Mediaprint & Logistics Limited**

The Board of Directors has pleasure in presenting herewith their 11<sup>th</sup> Annual Report together with the Audited Accounts of your Company for the year ended 31<sup>st</sup> March 2020.

### I. FINANCIAL PERFORMANCE

#### a) Standalone Financial Results

(INR. in lakhs)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Revenue from Operations	2118.17	2046.08
Other Income	14.15	21.23
Gross Income	2132.33	2067.31
<b>Total Expenses</b>	<b>1981.28</b>	<b>1931.44</b>
Net Profit before Tax	151.05	135.86
<b>Tax expenses</b>		
- Current Tax	42.02	37.80
- Deferred Tax	(4.52)	(3.28)
- Income Tax Related to Earlier Year	4.43	--
<b>Net Profit/(Loss) After Tax</b>	<b>109.12</b>	<b>101.35</b>
<b>Earnings Per Share</b>		
-Basic (in Rs.)	3.62	20.18
-Basic (in Rs.) Last Year Restated	--	3.36
-Diluted (in Rs.)	3.62	20.18
-Diluted (in Rs.) Last Year Restated	--	3.36

#### b) Overview of Performance

During the Financial Year under review, the Company recorded a total revenue Rs. 2118.17 lakhs as against Rs. 2046.08 lakhs in the corresponding previous financial year. EBITDA grew from Rs. 247.47 lakhs in the previous year to Rs. 298.98 lakhs in year under review. Net profit (before tax) grew at phenomenal growth rate of 11.18% i.e. from Rs. 135.86 lakhs in the previous year to Rs. 151.05 lakhs in the year under review. Net profit (after tax) marked a growth rate of 7.66 % i.e. from Rs. 101.35 lakhs to Rs.109.12 lakhs.

The Board of Directors commend the strong growth in the operations of the Company. The Company operates in the multiple segments mainly comprising of Printing, Mailing Logistics and Record Management, Newspaper Advertisement.

Total debt of the Company as at 31<sup>st</sup> March, 2020 stood at Rs.5.10 crores vis-à-vis from Rs. 5.31 crores in March 2019.

The Company will look forward to augment the long term funds for expanding and diversifying the business in due course.

#### c) Transfer To Reserves:

The Company proposes to transfer Rs.10,91,159 /- (Rupees Ten Lakhs, Ninty One Thousand, One Hundred and Fifty Nine only) to the General Reserve Account during the financial year ended 31<sup>st</sup> March, 2020.

#### d) Cash Flow Statement:

The Cash Flow statement for the year 2019-2020 is attached to the Balance Sheet.

#### e) Subsidiaries and Associate Companies

The Company does not have any subsidiary or joint venture or Associate Company.

#### f) Restatement of Financial Statement of The Company

As the Company has listed its shares on the SME Exchange of BSE Limited. The Regulations of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 mandates information to be provided in Offer document as per restated audited financial statements for past three years and stub period along with Auditor's qualifications on the same, if any.

Therefore the Financials for the Financial Years 16-17, 17-18, 18-19 and for the stub period 1<sup>st</sup> April, 2019 to 31<sup>st</sup> December 2020 were Restated.

The Restated Financials were also approved by the Board in their meeting held on 18<sup>th</sup> February, 2020.

#### g) Alteration in the Memorandum of Association of the Company

At the Extraordinary General Meeting held on 04<sup>th</sup> January, 2020, the Company's Main Object Clause was altered to enlarge the area of operations of the Company, to reflect the other activities and to augment the growth of the Company. Further, also to keep in line with the Companies Act, 2013 and Rules made there under and to remove some redundant provisions and clauses in the Memorandum of Association of the Company.

#### h) Adoption of New Set of Articles of Association of the Company

At the Extraordinary General Meeting held on 04<sup>th</sup> January, 2020, the approval of Members was accorded to adopt a new set of Articles of Association in place of existing Articles of Association of the Company.

#### i) Share Capital

##### Increase in the Authorised Share Capital

At the Extraordinary General Meeting held on 04<sup>th</sup> January, 2020, the Company's Authorised Capital was increased from Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity shares of Rs.10/- each to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity shares of Rs.10/- each by creation of 90,00,000 (Ninety Lakhs) additional Equity shares of Rs. 10/- each.

**Issue and allotment of Bonus Shares:**

At the Extraordinary General Meeting held on 04<sup>th</sup> January, 2020, the Company issued 25,11,600 (Twenty Five Lakhs, Eleven Thousand, Six Hundred ) equity shares as bonus shares in the ratio of 5:1 (i.e. Five fully paid equity shares for every One full paid equity shares already held) and the said bonus shares were allotted in the meeting of the Board of Directors held on 18<sup>th</sup> February, 2020.

**Issued Subscribed & Paid Up Capital**

The Issued, Subscribed and Paid Up Capital of the Company increased from 5023200 (Rupees Fifty Lakhs , Twenty Three Thousand Two Hundred) to 30139200 (Rupees Three Crores, One Lakh Thirty Nine Thousand Two Hundred) consequent to the issue of 25,11,600 (Twenty Five Lakhs, Eleven Thousand, Six Hundred) Bonus shares during the year under review.

**Equity Shares with Differential Rights**

The Company has not issued any equity shares with differential voting rights.

**j) Dividend**

The Board of Directors of your Company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any dividend for the year under review.

**k) Secretarial Standards**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied with.

**l) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:****a) Conservation of Energy**

We continue to strengthen our energy conservation efforts. We are always in lookout for energy efficient measures for operation, and value conservation of energy through usage of latest technologies for quality of services. Although the equipments used by the Company are not energy sensitive by their very nature, still the Company is making best possible efforts for conservation of energy, which assures that the computers and all other equipments purchased by the Company are strictly adhere to environmental standards, and they make optimum utilization of energy.

**b) Research and Development (R&D)**

The nature of the business operations of the Company does not involve any research and development.

**c) Technology absorption adaptation and innovation**

In this era of competition, in order to maintain and increase the clients and customers, we need to provide best quality services to our clients and customers at minimum cost, which is not possible without innovation, and adapting to the latest technology available in the market for providing the services.

**d) Foreign Exchange Earnings and Outgo:**

Amount (Rs. In lakhs)

Total Foreign Exchange Inflow	NIL
Total Foreign Exchange outflow	NIL

**II. DIRECTORS****a. Appointment/Re- appointment****Managing Director & Whole - time Directors –**

The Changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the year under review were carried out in compliance with the provisions of the Act and Listing Regulations.

The Board re- appointed Mr. Dinesh Kotian (DIN - 01919855) as Chairman and Managing Director of the Company at the Board Meeting held on 29<sup>th</sup> May, 2019.

Mr. Deepak Bhojane (DIN - 02585388) and Mr. Deepak Salvi (DIN - 02588250) were re -appointed as the Whole - time Directors of the Company at the Board Meeting held 29<sup>th</sup> May, 2019.

Their Remuneration was approved by the Members at the Extra-ordinary General Meeting of the Company, held on 31<sup>st</sup> May, 2019.

**Retires by rotation**

In accordance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Mr Devadas Alva (DIN: 06902537), Non-Executive Director, retires by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

Your Directors recommend the re-appointment of Mr. Devadas Alva (DIN: 06902537), as a Non-Executive Director of the Company.

**Directors**

Mr. Dwarka Prasad Gattani (DIN: 06865570) was appointed as Additional Non- Executive Director of the Company at the Board Meeting held on 29<sup>th</sup> November, 2019.

Mr. Purushottam Mahadeo Dalvi (DIN:08648037) was appointed as Additional Independent Director of the Company at the Board Meeting held on 29<sup>th</sup> November, 2019.

Mr. Navinchandra Rama Sanil (DIN: 08648083) was appointed as Additional Independent Director of the Company at the Board Meeting held on 29<sup>th</sup> November, 2019.

Ms. Deeksha Devadiga (DIN: 08652925) was appointed as Additional Independent Director of the Company at the Board Meeting held on 29<sup>th</sup> November, 2019.

#### **Declaration given by the Independent Directors**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as 'Listing Regulations'. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

#### **Nomination and Remuneration Policy**

The Remuneration Policy recommended by Nomination and Remuneration Committee has been accepted by the Board of Directors. This policy is applicable to all Directors, Key Managerial Personnel (KMP), Senior Management team and other employees of the Company and is also available on the Company's website [www.djcorp.in](http://www.djcorp.in).

#### **Directors' Responsibility Statement:**

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained / received from the operating Management, your Directors make the following statement and confirm that

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had 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 of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors, had laid down internal financial controls to be followed by the Company and that such internal

financial controls are adequate and were operating effectively; and

- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **III. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

During the year under review, the Company has not developed the policy on Corporate Social Responsibility as the Company does not fall under the prescribed classes of Companies mentioned under section 135(1) of the Companies Act, 2013.

### **IV. EMPLOYEES**

Pursuant to Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Dinesh Kotian, Managing Director, Mr. Deepak Bhojane, Whole - time Director, Mr. Deepak Salvi, Whole - time Director, Mr. Dhanraj Kunder, Chief Financial Officer and Ms. Khushboo Mahesh Lalji, Company Secretary

During the year, Mr. Dhanraj Dayanand Kunder was appointed as Chief Financial Officer of the Company at the Board Meeting held on 01<sup>st</sup> July, 2019.

#### **b) Particulars of Employees**

As the Company's securities were listed on SME Exchange of BSE Limited w.e.f 13<sup>th</sup> April, 2020. The information as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company for the financial year 2019-2020.

#### **c) Disclosure on Sexual Harassment of Women at Workplace**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company has not received any complaint on sexual harassment in FY 2019-20.

### **V. MANAGEMENT DISCUSSION & ANALYSIS**

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis forms part of the Annual Report.



**VI. GOVERNANCE/SECRETARIAL****a) Corporate Governance Report**

Since the Company has listed its securities on SME platform of BSE Limited during the year under review, the provisions of Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2020.

**b) Business Responsibility Report**

Since the Company has listed its securities on SME platform of BSE Limited during the year under review, the provisions of

Business Responsibility Report as specified in Regulation 34(2)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2020.

**c) Extract of Annual Return**

The extract of Annual Return pursuant to Section 92 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 (subject to amendment and re-enactment from time to time) in the prescribed Form MGT-9 is hereby attached with this Report in **Annexure I** and is a part of this Report. The same is as on 31<sup>st</sup> March, 2020 the same is posted on the website of the Company [www.djcorp.in](http://www.djcorp.in).

**d) Board Meetings**

The Board of Directors (herein after called as “the Board”) met for Nine times during the Year under review:

Sr. No.	Date of Meetings	Venue of the meeting	Directors present	Directors to whom Leave of absence was granted
1	29.05.2019	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva	None
2	01.07.2019	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva	None
3	07.09.2019	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva	None
4	29.11.2019	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva	None
5	20.12.2019	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva Mr. Dwarka Gattani Mr. Navinchandra Rama Sanil Mr. Purushottam Mahadeo Dalvi Ms. Deeksha Devadiga	None
6	30.12.2019	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva Mr. Dwarka Gattani Mr. Navinchandra Rama Sanil Mr. Purushottam Mahadeo Dalvi Ms. Deeksha Devadiga	None
7	18.02.2020	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva Mr. Dwarka Gattani Mr. Navinchandra Rama Sanil Mr. Purushottam Mahadeo Dalvi Ms. Deeksha Devadiga	None

8	06.03.2020	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva Mr. Dwarka Gattani Mr. Navinchandra Rama Sanil Mr. Purushottam Mahadeo Dalvi Ms. Deeksha Devadiga	None
9	18.03.2020	24, 1st Floor, Palkhiwala House, Tara Manzil, 01st Dhobhi Talao Lane, Mumbai - 400002	Mr. Dinesh Kotian Mr. Deepak Bhojane Mr. Deepak Salvi Mr. Devadas Alva Mr. Dwarka Gattani Mr. Navinchandra Rama Sanil Mr. Purushottam Mahadeo Dalvi Ms. Deeksha Devadiga	None

\*Mr. Dwarka Prasad Gattani, Mr. Navinchandra Rama Sanil, Mr. Purushottam Mahadeo Dalvi & Ms. Deeksha Devadiga have been appointed w.e.f from 29<sup>th</sup> November, 2019.

#### e) Committees of Board:

During the year under review, your Directors have constituted wherever required, the following committees of the Board in accordance with the requirements of the Companies Act, 2013. The composition, terms of reference and other details of all the Board level committees have been elaborated in the report.

#### a. Audit Committee

The Committee was constituted on 30<sup>th</sup> December, 2019 and it consists of 2 (two) Non-Executive Independent Directors and 1 (one) Executive Director. The Chairman of the Committee is an Independent Director The Composition of the Committee is as under:

Sr. No.	Name of the Member	Designation
1	Ms. Deeksha Devadiga	Chairman
2	Mr. Navinchandra Rama Sanil	Member
3	Mr. Dinesh Muddu Kotian	Member

#### Terms of Reference

The brief terms of reference of Audit Committee are as under –

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Examination of the financial statement and the auditors' report thereon
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the auditor and the fixation of audit fees;

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approving initial or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### b. Nomination and Remuneration Committee:

The Committee was constituted on 30<sup>th</sup> December, 2019 and it consists of 3 (three) non-executive Directors out of which two are Independent Directors. The Chairman of the Committee is an Independent Director. The Composition of the Committee is as under:

Sr. No.	Name of the Member	Designation
1	Mr. Navinchandra Rama Sanil	Chairman
2	Mr. Devadas Alva	Member
3	Ms. Deeksha Devadiga	Member

## Terms of Reference-

The brief terms of reference of this committee are as under –

- I. Identify persons who are qualified to become Directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- II. Formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for Directors, KMPs and other employees.
- III. Formulation of criteria for evaluation of performance of independent Directors and our Board;
- IV. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent Directors.
- V. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- VI. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- VII. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- VIII. To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- IX. To perform such other functions as may be necessary or appropriate for the performance of its duties.

### Familiarization Program

Your Company has been familiarizing the Independent Directors on its Board with detailed presentations by its business functional heads on the Company operations, strategic business plans, new products and technologies, including significant aspects of the Industry and its future outlook.

### c. Stakeholders' Relationship Committee:

The Committee was constituted on 30<sup>th</sup> December, 2019 and it consists of 3 (three) Directors out of which 2 (two) non-executive Directors of which one is Independent Director. And 1(One) is an Executive Director. The Chairman of the Committee is an Independent Director.

Sr. No.	Name of the Member	Designation
1	Mr. Navinchandra Rama Sanil	Chairman
2	Mr. Dwarka Prasad Gattani	Member
3	Mr. Dinesh Muddu Kotian	Member

## Terms of Reference-

The brief terms of reference of this committee are as under –

Redressal of shareholders' and investors' complaints, including and in respect of:

- I. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- II. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- III. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- IV. Considering and resolving grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
- V. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- VI. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- VII. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.
- VIII. To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- IX. To perform such other functions as may be necessary or appropriate for the performance of its duties.

### f) Vigil Mechanism:

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy & Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for reporting the genuine concerns or grievances or concerns of actual or suspected, fraud or violation of the Company's code of conduct. The said Mechanism is established for Directors and employees to report their concerns. The policy provides the procedure and other details required to be known for the purpose of reporting such grievances or concerns. The same is uploaded on the website of the Company ([www.djcorp.in](http://www.djcorp.in)).



**g) Contracts or Arrangements with Related Parties:**

The company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 read with rules and the particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as **Annexure – II**.

**h) Statement For Development And Implementation Of Risk Management Policy;**

As per Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the top 100 listed entities needs to adopt Risk Management Policy. Therefore, the Company is not required to adopt Risk Management Policy.

**i) Insurance**

The Company's plant and machinery, building, stocks and assets are adequately insured.

**j) Particulars of Loans, Guarantees and Investments**

The details of the Investments and Loans covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

**k) Details of Significant & Material Orders Passed by the Regulators or Courts or Tribunal impacting the going concern status and the Company's operation in future:**

There were no significant and material orders passed by the Regulators /Courts that would impact the going concern status of the Company and its future operations.

**VII. AUDITORS AND AUDITORS' REPORT:**

**a) Statutory Auditors & their Report**

The Company's Statutory Auditors, M/s ADV & Associates., Chartered Accountants (firms' registration no: 128045W) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 10<sup>th</sup> Annual General Meeting held on September 30, 2019 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM. Pursuant to the amendments made to Section 139 of the Act, by the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a

confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

No fraud has been reported by the Auditors to the Audit Committee or the Board.

**b) Secretarial Auditor & their Report**

As the Company's securities were listed on SME Exchange of BSE Limited w.e.f 13<sup>th</sup> April, 2020. The requirement of Secretarial Audit is not applicable to the Company for the financial year 2019-2020.

**c) Internal Auditor**

The Company has appointed Mr. Sanjay Pawar, Employee of the Company as Internal Auditor of the Company for the Financial Year 2019-2020, according to the Section 138 of the Companies Act, 2013 and read with the Rule 13 of The Companies (Accounts) Rules, 2014 and for conducting Internal Audit of Company for the financial year 2019-2020.

**d) Cost Auditor**

The Company is not required to appoint Cost Auditor and maintain a cost records during the year under review.

**VIII. DEPOSITS:**

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder.

**IX. THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has adequate internal financial controls beside timely statutory audit, limited reviews and internal audits taking place periodically.

**X. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

**Initial Public Offer & consequent listing of Shares on SME Exchange of BSE Limited:**

The Company made initial Public Offer (IPO) for 12,00,000 Equity Shares for cash at a price of Rs. 10/- per share including a premium of Rs. 10/- per share aggregating to Rs.240.00 lakhs through an Initial Public Offer. Your Directors are pleased to inform you that the Company's securities have been listed on SME Exchange of BSE Limited w.e.f 13<sup>th</sup> April, 2020.

## **XI. OTHERS**

### **a) Registrar and Transfer Agent:**

The Company had appointed Purva Sharegistry (India) Pvt. Ltd as the Registrar and Transfer Agent (RTA).

The Company's RTA have adequate infrastructure to process investor grievances with regards to transfers, transmission and other such matters.

### **b) Statutory Compliances**

The Company has complied with all the statutory requirements. The Company ensures compliance of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various statutory authorities on quarterly/half yearly basis.

## **XII. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the commitment, dedication and hard work done by the employees of the Company and the positive co-operation extended by Banks, Government Authorities, Customers and various other stakeholders.

Your Directors also wish to place on record their deep gratitude towards the shareholders for their continued support and confidence.

**For and on behalf of the Board**

**Dinesh Kotian**  
**Chairman & Managing Director**  
**DIN-01919855**

**Date-01<sup>st</sup> August, 2020**

**Place- Mumbai**

**FORM NO. MGT.9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31<sup>st</sup> March, 2020  
**DJ MEDIAPRINT & LOGISTICS LIMITED**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

i)	<b>CIN</b>	U60232MH2009PLC190567
ii)	<b>Registration Date</b>	24/02/2009
iii)	<b>Name of the Company</b>	DJ MEDIAPRINT & LOGISTICS LIMITED
iv)	<b>Category / Sub-Category of the Company</b>	COMPANY LIMITED BY SHARES/INDIAN NON GOVERNMENT COMPANY
v)	<b>Address of the Registered office and contact details</b>	24, 1ST FLOOR, PALKHIWALA HOUSE, TARA MANZIL 01ST DHOBHI TALAO LANE MUMBAI-400002, MAHARASHTRA, INDIA- <b>Email ID</b> -cs@djcorp.in, <b>Contact no</b> -022-223264871
vi)	<b>Whether listed company</b>	YES (w.e.f 13 <sup>th</sup> April, 2020)
vii)	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any-</b>	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011 Tel: 022 2301 2518 / 8261, Email/ Investor Grievance E-mail: support@purvashare.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Logistics & Courier Activities	53200	30.83%
2	Other Printing Activities like Screen Printing other than Textile. N.e.c	18119	62.26%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
The Company does not have any subsidiary or joint venture					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	0	499420	499420	99.42	2996520	0	2996520	99.42	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>0</b>	<b>499420</b>	<b>499420</b>	<b>99.42</b>	<b>2996520</b>	<b>0</b>	<b>2996520</b>	<b>99.42</b>	<b>0</b>



**Annual Report 2019-2020**

<b>2) Foreign</b>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter(A)=A(1) + A(2)</b>	<b>0</b>	<b>499420</b>	<b>499420</b>	<b>99.42</b>	<b>2996520</b>	<b>0</b>	<b>2996520</b>	<b>99.42</b>	<b>0</b>
<b>B.Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2.Non Institutions</b>									
<b>a) Bodies Corp.</b>	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>	0	2900	2900	0.58	17400	0	17400	0.58	0
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
<b>c) Others(Specify)</b>	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	<b>0</b>	<b>2900</b>	<b>2900</b>	<b>0.58</b>	<b>17400</b>	<b>0</b>	<b>17400</b>	<b>0.58</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0</b>	<b>2900</b>	<b>2900</b>	<b>0.58</b>	<b>17400</b>	<b>0</b>	<b>17400</b>	<b>0.58</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>502320</b>	<b>502320</b>	<b>100</b>	<b>3013920</b>	<b>0</b>	<b>3013920</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters

Sr. N	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Mr. Dinesh Muddu Kotian	494420	98.42%	-	2966520	98.42%	-	0
2	Mr. Santhosh Muddu Kotian	5000	1.00%	-	30000	1.00%	-	0
	<b>Total</b>	<b>499420</b>	<b>99.42</b>	<b>-</b>	<b>2996520</b>	<b>99.42</b>	<b>-</b>	<b>0</b>

(iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Dinesh Muddu Kotian</b>				
	At the beginning of the year	494420	98.42%	494420	16.40
	Changes	-	-	2472100	82.02
	(Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020)				
	<b>At the End of the year</b>	<b>494420</b>	<b>98.42%</b>	<b>2966520</b>	<b>98.42%</b>
2.	<b>Mr. Santhosh Muddu Kotian</b>				
	At the beginning of the year	5000	1.00%	5000	0.17
	Changes	-	-	25000	0.83
	(Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020)				
	<b>At the End of the year</b>	<b>5000</b>	<b>1.00%</b>	<b>30000</b>	<b>1.00%</b>

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Lalit Timothy D'Souza</b>				
	At the beginning of the year	2500	0.50%	2500	0.08
	Changes	-	-	12500	0.42
	(Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020)				
	<b>At the End of the year</b>	<b>2500</b>	<b>0.50%</b>	<b>15000</b>	<b>0.50%</b>
2.	<b>Ms. Namita S Salian</b>				
	At the beginning of the year	100	0.02%	100	0.0033%
	Changes	-	-	500	0.0166%
	(Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020)				
	<b>At the End of the year</b>	<b>100</b>	<b>0.02%</b>	<b>600</b>	<b>0.02%</b>

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Dinesh Muddu Kotian</b> At the beginning of the year Changes (Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020) At the End of the year	494420 - 494420	98.42% - 98.42%	494420 2472100 2966520	16.40 82.02 98.42%
2.	<b>Mr. Deepak P Bhojane</b> At the beginning of the year Changes (Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020) At the End of the year	100 - 100	0.02% - 0.02%	100 500 600	0.0033% 0.0166% 0.02%
3	<b>Mr. Deepak D Salvi</b> At the beginning of the year Changes (Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020) At the End of the year	100 - 100	0.02% - 0.02%	100 500 600	0.0033% 0.0166% 0.02%
4	<b>Mr. K Devadas Alva</b> At the beginning of the year Changes (Allotment of Bonus Shares on 18 <sup>th</sup> February, 2020) At the End of the year	100 - 100	0.02% - 0.02%	100 500 600	0.0033% 0.0166% 0.02%

## V. INDEBTEDNESS

## Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	2,94,49,196	2,36,75,573	-	5,31,24,769
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,94,49,196</b>	<b>2,36,75,573</b>	<b>-</b>	<b>5,31,24,769</b>
Change in Indebtedness during the financial year				
• Addition	--	--	-	--
• Reduction	12,28,239	8,52,537	-	20,80,776
<b>Net Change</b>	<b>(12,28,239)</b>	<b>(8,52,537)</b>	<b>-</b>	<b>(20,80,776)</b>
Indebtedness at the end of the financial year	2,82,20,957	2,28,23,036	-	5,10,43,992
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,82,20,957</b>	<b>2,28,23,036</b>	<b>-</b>	<b>5,10,43,992</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WT/ Manager			Total Amount
		Dinesh Muddu Kotian	Deepak Pandurang Bhojane	Deepak Dattaram Salvi	
1.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	12,35,000	11,70,000	11,70,000	35,75,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total (A)</b>	12,35,000	11,70,000	11,70,000	35,75,000
	Ceiling as per the Act				

### B. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors (w.e.f. 29 <sup>th</sup> November, 2019)	Mr. Navinchandra Rama Sanil	Mr.Purushottam Mahadeo Dalvi	Ms.Deeksha Devadiga	-
	• Fee for attending Board committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	--	-	-	-
2	Other Non-Executive Directors	Mr. K Devadas Alva	Mr. Dwarka Prasad Gattani (w.e.f. 29 <sup>th</sup> November, 2019)	NA	-
	• Fee for attending Board committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B) = (1 + 2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WT/

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) In come-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	6,00,000.00	4,10,000.00	10,10,000.00
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	-	6,00,000.00	4,10,000.00	10,10,000.00

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	—	-	-	-	-
Punishment	-	-	-	-	-
Compounding		-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	—	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third provision thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

All contracts/arrangements/transactions entered into by the Company with related parties during the year ended March 31, 2020 were at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr No	Name of Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transactions	Amount
1	DJ Corporation	Mr. Dinesh Kotian, Director is Proprietor	Sales	7,08,000
2	DJ Corporation	Mr. Dinesh Kotian, Director is Proprietor	Purchase	1,81,52,769
3	Dinesh Muddu Kotian	Managing Director	Salary	12,35,000
4	Deepak Dattaram Salvi	Whole - time Director	Salary	11,70,000
5	Deepak Pandurang Bhojane	Whole - time Director	Salary	11,70,000
6	Jayshree Poojary	Director sister	Salary	1,02,000

**For and on behalf of the Board**

**Dinesh Kotian**  
Chairman & Managing Director  
DIN-01919855

**Date-01<sup>st</sup> August, 2020**

**Place- Mumbai**



# **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

# MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Directors take pleasure in presenting the Management Discussion and Analysis Report for the year ended March 31, 2020.

## STRUCTURE OF THE INDUSTRY, DEVELOPMENTS AND SWOT ANALYSIS

### 1. Paper & Printing Industry –

India's Paper and Printing Industries has large potential, the demand for paper is growing, also due to an increase of demand in packaged products. Resources for the paper market are limited, but domestic production is increasing. The paper industry of India is providing employment to 400,000 people directly and 1.5 million indirectly. Paper consumption in India is approximately 15 million tonnes per annum (TPA) but is expected to reach 23.5 TPA by 2025. Some of the paper mills are in existence for the last several decades, which make up-gradation and investments into newer machinery necessary. This opens up opportunities for manufacturing companies in the sector. The printing market in India is growing as well, mainly because of growing demand for high-qualitative products. The printing machinery production registered a year-on-year growth of 20% in the last few years. The two sectors projected to grow the most are packaging and published printing.

#### Growth Drivers

- Paper demand to grow at 6.7%. It is expected to reach 20.8 million tonnes in the fiscal year 2020-21.
- Printing and writing segment demand is expected to grow at a CAGR of 4.5%. It is expected to reach 5.8 million tonnes in the fiscal year 2020-21.
- Paper consumption is forecasted to increase by 7.6% per year in the coming years.
- India embraces 15<sup>th</sup> rank among paper manufacturing nations in the world.
- Demand for Packaging Paper & Board segment is expected to grow at a CAGR of 8.9%. It is expected to reach 11.1 million tonnes in FY21.

#### Market statistics

- The value of the printing industry across the country was \$4.33 billion as of the fiscal year 2019. Further, this is expected to go up to almost \$5.8 billion by the fiscal year 2024.
- The demand for domestic paper in India rose from 9.3 million tonnes in FY08 to 17.1 million tonnes in FY18.
- The newsprint demand is expected to reach 2.7 million tonnes in FY21.
- The domestic consumption of paper is forecasted to rise to 23.50 million tonnes per annum by 2024-25. Keeping an optimistic scenario, it could even rise to 36.90 million tonnes per annum by 2024-25.
- The Indian paper & paper products market is projected to grow from \$ 8.6 billion in 2018 to \$ 13.4 billion by 2024, exhibiting a CAGR of 7.8% during 2019-2024.
- The growth of the Indian Printing Industry is at a rate of 12% per annum.
- 10-year forecasted CAGR for Paper Industry is 7% to 8%.

### COVID-19 Impact

The COVID-19 impact on paper and printing industry is seen to be low in comparison to other sectors. Although there is a steep decline in the printing volume, the same will get back to normal once the effects of the pandemic are subsided. In fact, the printing industry is expected to get a new lease of life post normalcy returns. Meaning, digital presence for print media will become critical. It will further translate into greater monetisation opportunities.

(Source-Extracts from <https://www.maiervidorno.com/industry-expertise/paper-print/#:~:text=The%20Indian%20paper%20%26%20paper%20products,is%207%25%20to%208%25.>)

### 2. Logistics -

The presence of high unorganized players in Indian logistics leaves the industry fragmented with organized players accounting for merely 10% of total market share. With the consumer base of the sector encompassing a wide range of industries including retail, automobile, telecom, pharmaceuticals and heavy industries, logistics industry has been increasingly attracting investments in the last decade

The Government has taken initiatives in setting up policy which will place major emphases on development of logistic related infrastructure like dedicated freight corridors, logistics parks, free trade warehousing zones and container freight stations with the objective of identifying and ironing out the existing bottlenecks and gaps in the industry.

The growth of logistics is supported by both demand as well as supply. Some of the examples of demand led growth are due to implementation of GST, outsourcing of non-core activities like warehousing and associated activities to integrated players strengthened organized players and finally increased industrial consumption.

#### An overview

- During the lockdown, supply of essential goods was never affected. The government administration, at every level, was very responsive, heard grievances and provided appropriate measures to ensure that the movement and supply of essential goods (primarily food, FMCG and pharma) was not disrupted.
- The current crises is expected to lead to consolidation in India's logistics market, especially in the fragmented trucking market, because of their leveraged balance sheet and issue with receivables. The Indian logistics market is pegged around INR 13,500 billion to INR 14,000 billion, largely dominated by unorganised players, with organised players are expected to gain market share going forward.
- Consumption-oriented sectors will drive recovery in the logistics sector and e-commerce will be among the first sectors to take off. FMCG, pharma and consumer durables too would see an early recovery due to their efficient logistics.
- Asset-light players (like 3PL) may tend to gain market share as they provide higher flexibility and wide services

to customers by providing customised solution against asset-heavy players with a higher fixed cost and a heavier cost structure. Investment in technology and automated network design would be value accretive as it ensures much higher productivity and return on Investment. This would be another driving force to help gain market share as India enhances its operational efficiencies.

### Challenges faced

- The logistics sector is currently facing challenges related to labour and drivers. This, managements say, is momentary and will be resolved within the next 2-3 months as there is no issue with asset availability: vehicles or warehouses.

### Government measures and policy initiatives

- The logistics sector is looking at a few initiatives from the government to ease pressure on the logistics sector: a) Relaxation in implementation of the GST e-way bill, especially on time bound e-way bills; b) Expansion in new corridors to improve connectivity; c) Road trains (connecting 2 trailers to a single engine) on trunk routes; d) Separate registration of trailers and trucks, which can fasten switch-over; e) Development of a high quality logistics park with road connectivity outside cities, enabling hub-and-spoke logistics; and f) Stricter norms towards quality standards, especially around safety and security.

### Ecommerce opportunities arise with COVID-19

- A lot of brands and retailers are expected to go online in the next 6 to 12 months. Though a lot of them are already online, they will ramp up efforts to reach out to customers directly. There will be huge demand from such enterprise and offline retailers to enable them to reach out to customers through online channels and their delivery logistic partners in the direct to consumer segment, which is a key tailwinds for the e-commerce sector this year. Ecommerce/digital commerce will be one of the key beneficiaries of this crises.
- The uses of air transportation in e-commerce has been reducing continuously. It accounted for almost 50% till 2015 but has now fallen to 20-25% given its downward trend.

(Source: Extracts from Edelweiss Securities Research report on Logistics)

### Impact of Covid-Opportunities or challenges and Our Response

The future opportunities thrown up by the e-commerce space are growing and the focus of keeping up with the innovations to meet those changes is crucial to capitalising on these opportunities. Never before had the landscape been so vast, so without any boundaries and so all-encompassing, in terms of reaching customers all across the world.

However, challenges related to labour and drivers continued till the end of the first week of April. Labour and truck drivers began returning by the second week of April. As a large portion of India's trucking is driver owned, they were the first to return. Though labour was

slightly slower to respond initially, they have also started coming back

The Company used to primarily cater to businesses in the non-essential category. The lockdown provided it an opportunity to associate with pharma and FMCG companies for delivery of essential products. The company also expects to gain market share with a consolidation in the sector and enhancement of its client network, given its high quality infrastructure and an automated network design.

The company continues to work on its technology and data analytics to enhance its business and quality of services. Its continuous focus on improving its cost per kg or cost per shipment and turnaround time has resulted in higher capacity utilisation and improved efficiency

Your Company has been able to envision and set up the business model, the partnerships, the teams and skills and the infrastructure to meet these changing needs. However, the challenge is to remain alert to newer technologies and models.

Your Company is aware of this and is continuously innovating by staying in touch with the latest trends in the industry. The objective of the business model is to keep anticipating the changing needs and to build solutions to meet those requirements

## 3. Storage & Records Management

### Global Records Management Industry Outlook

The global market for records management including physical and electronic was valued at \$159 billion in 2016 and is expected to grow at a CAGR of 5.2 percent, to reach about \$168 billion by 2020

[Records/document management industry has seen a growth in recent years due to laws and regulations passed by the governing bodies.](#)

- The industry has a high retention rate
- The practice of maintaining electronic records is becoming more popular among organizations

### Regulatory Trends

[The most important International standard for record and document keeping is ISO 15489.](#)

- ISO 15489 was laid down to enable effective records management for organizations of all sizes and types. They help in better risk management and opportunities for cost savings
- Each country has its own standards for records and document keeping, and hence differences arise between the ISO 15489 standards and the standards laid down by each country

### Drivers and Constraints

#### Drivers

- Companies need to comply with various regulations imposed on them during audits and legal matters. Hence, there is a need for excellent and efficient records management and maintenance
- Reduction in the cost of storage worldwide has also favored the records management market



- Huge advancements in the technology space have enabled services like online records storage, storing digital copies of documents, and document imaging
- Ease of use and faster retrieval times have played a major role in end users to shift gradually to record management and electronic records management services

### Constraints

- Economic conditions like higher levels of unemployment, inflation, tax rates and other economic factors affect the demand for record, management services.
- Increased market competition restrains expansion of all: Service providers compete for acquisition to undertake expansion activities, which increases the price for acquisitions and reduce opportunities for some.
- There can be an unexpected increase in spend due to factors including fuel hikes and hidden costs
- Organizational reluctance in support due to issues related to information confidentiality

(Source -extracts from-<https://www.beroeinc.com/category-intelligence/records-management-market/>)

## 2. SEGMENT-WISE PERFORMANCE

The overall revenues of your Company increased 3.52 % during the current year in comparison with the earlier year

- Logistics segment revenues recorded a growth of 24.88 %. The said growth is the result of a growth in the introduction of GST, E way bill, other government initiatives to strengthen supply chain and distribution.
- Printing segment revenues decreased by (11.82 %) The said decline in growth is the result of a growth in the Covid 19 Pandemic
- Storage & Record Management Segment revenues recorded a growth by 7 times .The said growth is the result of a growth in the acquisition and Business Integration
- Newspaper Advertisement Segment revenues recorded increased by 3 times. The said growth is the result of a growth in the Cross Selling to customers of other segments.

## 4. RISKS AND CONCERN AND RISK MITIGATION

Your Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks.

The normal risks of prices of raw material, foreign exchange fluctuation, fluctuating interest rates, political instability, Government policies, competitive forces, changing technology and obsolescence remain.

Your Company has adopted the following strategies to minimize the risks involved in the business:

- Investment in a new online model that moves your Company into the new age digital space, while riding on its inherent strengths.
- Market innovation to constantly build newer platforms, reach newer markets to find more opportunities to create growth.
- Building partnerships with the leading organizations to offer innovative solutions that result in growth.
- A greater focus on building predictability so that business and operations are better planned.
- A continuous focus on innovation – in product, technology and process, so that efficiencies are continually enhanced.
- Strategic investments in technology that will enhance both efficiencies and keep your Company at the cutting edge.
- A reduction of wastage by deploying IT systems and processes that are customized to the industry.
- Greater focus on raw material negotiations, the benefits of which are passed onto the customer.

## 4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and the nature of its operations. The Internal Control function emanates at the Board level and its scope and authority of the Internal Audit function is well defined. To maintain objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies across the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

The Company had laid down guidelines, policies, procedures and structure to enable implementation of appropriate internal financial controls across the company. These control processes enable and ensure the orderly and efficient conduct of company's business, including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation & disclosure of financial statements.

Other control processes are IT driven and the in-house information technology capabilities ensure that due flexibility is available in the system to further strengthen controls as the case may be. Your management appreciates the need to remain efficient in their workings and recognized their responsibility in establishing controls as also effectively implementing them and monitoring their effectiveness on a periodic basis.

## 5. DISCUSSION ON FINANCIAL PERFORMANCE W.R.T OPERATIONAL PERFORMANCE

Your Company has balanced it with a focus on decreasing debt through collections and mitigating potential risks in financial terms.

### REVENUE

Sales/Income from operation increase by 3.52 % from ₹ 2046.08 Lakhs in 2019 to ₹ 2118.17 Lakhs in 2020

### EXPENDITURES

#### Cost of Materials & Direct Expenses

Cost of material was at ₹1308.75 Lakhs in 2020 as against ₹ 1437.86 Lakhs in 2019. Cost of material as a percentage to sales has decreased to 61.79 % in 2020 from 70.27 % in 2019.

#### Employee Emoluments

Salaries, wages and other employee's benefits were ₹ 173.61 Lakhs in 2020 as against 151.92 Lakhs in 2019. As a percentage of sales, it has increased to 8.20 % in 2020 from 7.42 % in 2019. The Increase is due to increase in average annual salary.

#### Operating and Other Expenses

Operating and other expenses amounted to ₹ 1981.28 Lakhs in 2020 as against 1931.44 Lakhs in 2019. The expense as a percentage to sales has decreased from 94.40 % in 2019 to 93.54 % in 2020.

#### Operating Profit (PBDIT)

PBDIT has increased to 14.11 % of sales in 2020 as against 12.09 % of sales in 2019.

#### Interest and Finance Charges

The financial expenses has increased to ₹ 65.14 Lakhs in 2020 from ₹ 51.43 Lakhs in 2019

#### Depreciation & Amortization

The depreciation charged to revenue has increased to ₹ 82.79 Lakhs in 2020 as against ₹ 60.19 Lakhs in 2019.

#### Profit before Tax (PBT)

Your Company has made a profit of ₹ 151.05 Lakhs for the year 2019-20 as against the previous year's Profit Before Tax of ₹ 135.86 Lakhs

#### Profit after Tax (PAT)

Your Company has made a profit of ₹ 109.12 Lakhs for the year 2019-20 as against the previous year's Profit After Tax of ₹ 101.35 Lakhs.

As always, your Company looks forward to do well in the year ahead and is optimistic of its abilities to address the set of opportunities and challenges that the coming year will present.

## 6. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT – EMPLOYEE DATA

Your Company initiated multiple actions to keep the workforce engaged. The HR Department is continuously looking at expanding opportunities for growth. The broader the employees' experience, education and background, the more diverse their opinions and insights, the deeper the Company's collective understanding grows. The result is a collaborative environment that respects individual needs and promotes ongoing development.

Given the nature of operations, a significant portion of the said employee strength comprises of drivers, cleaners, garage mechanics and other semi skilled- unskilled employees. Despite the large number of employees as also considering the widespread geographical operation of the Company, your management feels proud to state that the employer – employee relations remained extremely cordial throughout the year. There were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union / Trade Union / Union within the organization.

## 7. SIGNIFICANT CHANGE OF KEY FINANCIAL RATIOS

There is no significant change in key financial ratios as compared to the ratios of previous financial year.

## 8. RETURN ON NET WORTH

The return of Net Worth for the financial year 2019-20 is 26.04 % on account of profit made during the year.

### CAUTIONARY STATEMENT

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations and futuristic in nature. Actual performance may differ materially from those either expressed or implied. Such statements represent intentions of the management and the efforts put into to realise certain goals. The success in realising these depends on various factors both internal and external. Investors, therefore, are requested to make their own independent judgments.

For and on behalf of the Board

Dinesh Kotian  
Chairman & Managing Director  
DIN-01919855

Date-01<sup>st</sup> August, 2020  
Place- Mumbai

**FINANCIAL  
STATEMENTS**

# Independent auditor's report

To The Members of  
DJ MEDIAPRINT AND LOGISTICS LIMITED,  
**Report on the Audit of the Financial Statements**

## Opinion

We have audited the accompanying financial statements of **DJ Mediaprint and Logistics Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit & Loss statement, changes in equity and its cash flows for the year ended on that date.

## Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

- 1) As required by Section 143(3) of the Act, based on our audit we report that :
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors as on March 31, 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2020 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
  - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For and on behalf of  
**A D V & Associates**  
 Chartered Accountants  
 FRN.128045W  
**Prakash Mandhaniya**  
 Partner  
 Membership No.: 421679

Place: Mumbai  
 Dated: 19<sup>th</sup> June, 2020  
 UDIN:20421679AAAABB205

## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of DJ MEDIAPRINT AND LOGISTICS LIMITED of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **DJ Mediaprint and Logistics Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of  
**A D V & Associates**  
Chartered Accountants  
FRN.128045W  
**Prakash Mandhaniya**  
Partner  
Membership No.: 421679

Place: Mumbai  
Dated: 19<sup>th</sup> June, 2020  
UDIN:20421679AAAABB205

## Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DJ MEDIAPRINT AND LOGISTICS LIMITED of even date)

- i) In respect of the Company's fixed assets :
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) The title deed of all the immovable properties are held in the name of Company.
- ii) The Company has a program of verification to cover all the items of inventories in a phased manner which, in our opinion, is reasonable having regard to the size of the Company. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- iii) According to the information and explanations given to us, the Company has not granted secured unsecured loans to bodies' corporate, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting under this clause is not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the company.
- vii) According to the information and explanations given to us, in respect of statutory dues :
  - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
  - c) According to the information and explanations given to us, there are no dues of income tax, duty of excise and service tax and value added tax have not been deposited with the appropriate authorities on account of any dispute.
- viii) According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of loan and borrowings to a bank. The Company has not taken loans from the government and financial institution nor has it issued any debentures.
- ix) In our opinion and according to the information and explanation given by the management, we report that money raised between the balance sheet date and the date on which these are approved, by way of initial public offer in the nature of equity shares will be applied for the purposes for which it was raised.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not paid / provided managerial remuneration. So the provision of section 197 read with schedule V to the act is not applicable to the company.
- xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

BALANCE SHEET AS AT 31<sup>st</sup> March 2020

Particulars	Note	31-03-2020	31-03-2019
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	3,01,39,200	50,23,200
Reserves and Surplus	2	1,17,66,263	2,59,70,669
Money received against share warrants		-	-
		<b>4,19,05,463</b>	<b>3,09,93,869</b>
Share application money pending allotment		-	-
<b>Non-current liabilities</b>			
Long-term borrowings	3	1,71,97,141	2,50,74,829
Deferred tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
		<b>1,71,97,141</b>	<b>2,50,74,829</b>
<b>Current liabilities</b>			
Short-term borrowings	4	3,38,46,851	2,80,49,939
Trade payables	5	5,51,71,499	3,69,68,870
Other current liabilities	6	52,66,990	13,85,215
Short-term provisions	7	65,78,371	56,14,761
		<b>10,08,63,712</b>	<b>7,20,18,786</b>
<b>TOTAL</b>		<b>15,99,66,315</b>	<b>12,80,87,484</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	8	2,16,70,148	2,70,52,160
Intangible assets	9	82,44,286	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		<b>2,99,14,433</b>	<b>2,70,52,160</b>
Non-current investments	10	7,21,487	3,20,166
Long-term loans and advances	11	27,55,942	24,02,523
Deferred tax assets (net)	12	12,58,156	8,05,674
		<b>47,35,585</b>	<b>35,28,363</b>
<b>Current Assets</b>			
Current investments	13	50,000	1,01,93,839
Inventories	14	3,51,09,305	3,13,03,446
Trade receivables	15	8,00,37,690	4,65,43,985
Cash and cash equivalents	16	10,65,626	42,68,837
Short-term loans and advances	17	57,87,359	16,11,270
Other current assets	18	32,66,317	35,85,583
		<b>12,53,16,297</b>	<b>9,75,06,961</b>
<b>TOTAL</b>		<b>15,99,66,315</b>	<b>12,80,87,484</b>

For and on behalf of  
**ADV & Associates**  
Chartered Accountants  
FRN: 128045W

**Prakash Mandhaniya**  
Partner  
Membership No. 421679  
Place: Mumbai  
Dated: 19.06.2020  
UDIN: 20421679AAAABB205

For and on behalf of the Board  
**DJ MEDIAPRINT & LOGISTICS LTD.**

**DINESH M KOTIAN**  
(MANAGING DIRECTOR)  
DIN: 01919855

**KHUSHBOO M LALJI**  
(COMPANY SECRETARY)  
A53405

**DEEPAK BHOJANE**  
(WHOLE TIME DIRECTOR)  
DIN: 02585388

**DHANRAJ KUNDER**  
(CHIEF FINANCIAL OFFICER)



## PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> March 2020

Particulars	Note	31-03-2020	31-03-2019
Revenue from operations	19	21,18,17,128	20,46,07,510
Other income	20	14,15,413	21,23,150
<b>Total Revenue</b>		<b>21,32,32,542</b>	<b>20,67,30,660</b>
<b>Expenses</b>			
Cost of Purchase & Direct Expenses	21	15,29,52,128	16,74,25,958
Changes in Inventories of finished goods	22	-38,05,858	-1,67,18,882
Work-in-progress and Stock-in-Trade			
Employee benefits expense	23	1,73,61,330	1,51,92,295
Finance costs	24	65,14,232	51,43,118
Depreciation and Amortization expense	25	82,78,597	60,18,883
Administrative, Selling & Distribution expenses	26	1,68,27,460	1,60,83,025
<b>Total expenses</b>		<b>19,81,27,889</b>	<b>19,31,44,396</b>
Profit before exceptional, extraordinary and prior period items and tax		1,51,04,653	1,35,86,263
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		1,51,04,653	1,35,86,263
Extraordinary Items		-	-
Profit before prior period items and tax		1,51,04,653	1,35,86,263
Prior Period Items		-	-
Profit before tax		1,51,04,653	1,35,86,263
Tax expense:			
Current tax		42,02,114	37,79,698
Deferred tax		(4,52,482)	(3,28,311)
Current Tax related to previous years		-	-
Income tax relating to earlier year		4,43,427	-
Profit/(loss) from continuing operations		1,09,11,594	1,01,34,876
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit/(loss) for the period		1,09,11,594	1,01,34,876
Earnings per equity share:			
Basic		3.62	20.18
Diluted		3.62	20.18

For and on behalf of  
**ADV & Associates**  
Chartered Accountants  
FRN: 128045W

**Prakash Mandhaniya**  
Partner  
Membership No. 421679  
Place: Mumbai  
Dated: 19.06.2020  
UDIN: 20421679AAAABB205

For and on behalf of the Board  
**DJ MEDIAPRINT & LOGISTICS LTD.**

**DINESH M KOTIAN**  
(MANAGING DIRECTOR)  
DIN: 01919855

**KHUSHBOO M LALJI**  
(COMPANY SECRETARY)  
A53405

**DEEPAK BHOJANE**  
(WHOLE TIME DIRECTOR)  
DIN: 02585388

**DHANRAJ KUNDER**  
(CHIEF FINANCIAL OFFICER)

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE F.Y. 2019-20**

Particulars	Note	31-03-2020	31-03-2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit/(Loss) after tax		1,09,11,594	1,01,34,876
<b>Adjustment for :</b>			
(a) Depreciation & Amortization		82,78,597	57,97,403
(b) Statutory provisions		37,49,632	34,51,387
(c) Deferred tax		-	-
(d) Profit/ Loss on sale of assets		-	-
(e) Other income / Other Exp		(77,413)	(7,03,150)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>1,19,50,816</b>	<b>85,45,641</b>
<b>Adjustment for :</b>			
(a) Trade Receivables		(3,34,93,705)	80,53,143
(b) Inventories		(38,05,858)	(1,67,18,882)
(c) Short-term loans and advances		(41,76,089)	40,46,562
(d) Other Current Assets		99,266	(2,51,143)
(e) Current Investment		1,01,43,839	(1,01,93,839)
(f) Short-Term Borrowings		57,96,912	84,15,238
(g) Trade Payables		1,82,02,629	(34,81,817)
(h) Other Current Liabilities		38,81,775	(30,38,992)
(i) Short Term Provision		9,63,610	(23,34,713)
<b>CASH GENERATED FROM OPERATIONS</b>		<b>(23,87,622)</b>	<b>(1,55,04,443)</b>
<b>CASH FLOW BEFORE EXTRAORDINARY ITEM</b>		2,04,74,788	99,00,031
(a) Extraordinary Items		-	-
(b) Priorperiod Expenses/Income		-	-
(c) Income Tax/Deferred Tax		(42,02,114)	(41,47,850)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>1,62,72,674</b>	<b>57,52,181</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(a) Purchase of Fixed Assets		(6,15,513)	(1,17,76,025)
(b) Sale of Fixed Assets		-	-
(c) Non Current Investment		(4,01,321)	-
(d) Profit / loss on sale of Shares		-	-
(e) Dividend & Interest Income		64,257	79,150
<b>NET CASH FLOW IN INVESTING ACTIVITIES</b>		<b>(9,52,577)</b>	<b>(1,16,96,875)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>			
(a) Issue of Share Capital		-	-
(b) (Decrease)/Increase in Borrowing		(78,77,688)	58,02,593
(c) Interest (Paid)/Received		13,156	6,24,000
(d) Long term loans and advances		(3,53,419)	(10,53,756)
(e) Other non-current assets		(1,03,05,357)	(44,238)
(f) (Decrease)/Increase in Share Application Money		-	-
(g) Dividend Paid		-	-
<b>NET CASH FLOW IN FINANCIAL ACTIVITIES</b>		<b>(1,85,23,308)</b>	<b>53,28,603</b>
<b>Net Increase (Decrease) in Cash (A + B + C)</b>		<b>(32,03,211)</b>	<b>(6,16,091)</b>
Opening Balance of Cash & Cash Equivalents		42,68,837	48,84,930
Closing Balance of Cash & Cash Equivalents		<b>10,65,626</b>	<b>42,68,837</b>
		<b>(32,03,211)</b>	<b>(6,16,093)</b>

For and on behalf of  
**ADV & Associates**  
Chartered Accountants  
FRN: 128045W

**Prakash Mandhaniya**  
Partner  
Membership No. 421679  
Place: Mumbai  
Dated: 19.06.2020  
UDIN: 20421679AAAABB205

For and on behalf of the Board  
**DJ MEDIAPRINT & LOGISTICS LTD.**

**DINESH M KOTIAN**  
(MANAGING DIRECTOR)  
DIN: 01919855

**DEEPAK BHOJANE**  
(WHOLE TIME DIRECTOR)  
DIN: 02585388

**KHUSHBOO M LALJI**  
(COMPANY SECRETARY)  
A53405

**DHANRAJ KUNDER**  
(CHIEF FINANCIAL OFFICER)

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

### I. Significant Accounting Policies

#### A. Basis of Accounting

The financial statements are prepared under the historical cost convention, on a going concern concept in accordance with Generally Accepted Accounting Principles. The Company has complied with the Accounting Standards as applicable to it. Accounting policies not specifically referred to otherwise, are consistent with and in consonance with the generally accepted accounting principles.

#### B. Revenue Recognition

Revenue from Sale or services division is recognized as & when the sales or service is complete and there is no uncertainty as to the receipt.

#### C. Fixed Assets

All fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment, if any. Cost includes all incidental expenses related to acquisition.

#### D. Goodwill

The amount given to Pansecure Record Storage Management LLP over & above Partner's ratio i.e., Rs. 50,000/- against which we have received all the clients of Pansecure Record Storage Management LLP and the same has been considered as Goodwill & decided to write off over next 5 years.

#### E. Impairment of Fixed Assets:

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is considered.

#### F. Depreciation

Depreciation on Fixed Assets has been provided on 'WDV method'. Depreciation has been provided on the basis of useful life of the assets as referred to and prescribed in Part C of Schedule II to the Companies Act 2013.

Depreciation on acquired/sold during the year is provided on prorata basis.

#### G. Employee Benefits

##### i) Gratuity

The Payment of Gratuity Act, 1972, is applicable to the Company hence provision has been made.

##### ii) Bonus & Leave Encashment

Bonus & leave encashment, to the extent accrued & payable to eligible employees is settled on year to year basis.

##### iii) Provident Fund

The Company is timely paid the P.F. and E.S.I. amount to the respected department except delays in some month .

#### H. Accounting for Taxation of Income :

##### i) Current Taxes

Tax on income for current period is determined on the basis of estimated taxable income and tax credits computed in accordance with provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

##### ii) Deferred Taxes

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

#### I. Government Grants:

- Grants are recognized when there is reasonable assurance that the same will be received.
- Revenue grants for expenses incurred are reduced from the respective expenses.
- Capital grants relating to specific fixed assets are reduced from the cost of the respective fixed assets.
- Grants in the nature of promoter's contribution are credited to Capital reserve and treated as part of Shareholders funds.

#### J. Earnings per Share:

Earnings per share (EPS) is calculated by dividing the net profit or loss for the period attributable to Equity Share holders by the weighted average number of equity Shares of outstanding during the period . Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax there to for the period.

#### K. Related party transaction:

- As per accounting Standard 18 the details of related party disclosure is as under :

Description of relationship	Name of related Parties
Director is Proprietor	D.J. Corporation
Common Director	Dynamic Superways & Exports Ltd.
Director	Dinesh Muddu Kotain
Director	Deepak Dattaram Salvi
Director	Deepak Pandurang Bhojane
Director Sister	Jayeshree Poojari

- Transaction with related parties :

Related Party	Relation	Nature of transaction	Amt for the year 31 <sup>st</sup> March ,2020
D.J. Corporation	Director is Proprietor	Sales Purchase	7,08,000 1,81,59,759
Dinesh Muddu Kotain	Director	Salary	12,35,000
Deepak Dattaram Salvi	Director	Salary	11,70,000
Deepak Pandurang Bhojane	Director	Salary	11,70,000
Jayeshree Poojari	Director Sister	Salary	1,02,000

Related Party	Relation	Nature of transaction	Amt for the year 31 <sup>st</sup> March ,2020
D.J. Corporation	Director is Proprietor	Loan taken	NIL
Dynamic Superways & Exports Ltd.	Common Director	Purchase	NIL

## K. 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 benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

## L. Treatment of Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence by way of notes to the financial statements. Disputed demands in respect of income tax and other proceedings are disclosed as contingent liabilities. Payments in respect of such demands, if any, are shown as advances.

## M. Events occurring after the balance sheet date

The company raised the money by way of Initial Public Offer (IPO) in the nature of equity shares and it will be used for the purpose for which it was raised.

## II. Notes to financial statements

### A) Contingent Liability not acknowledged as debt:

Sr. No	Particulars	Amount	Period To which amount Relates	Forum where the Dispute is Pending
1	VAT	4,80,000	1-4-2010 to 16-8-2010	Joint Commissioner of Sales Tax (Appeals), VAT
2	Income Tax u/s 154	15,000	A.Y 2012-13	Income Tax Department
3	Income Tax u/s 143(1)(a)	2,04,000	A.Y 2014-15	Income Tax Department
4	Income Tax u/s 154	1,15,000	A.Y 2017-18	Income Tax Department
5	Income Tax u/s 154	18,24,000	A.Y 2018-19	Income Tax Department
	<b>Total</b>	<b>26,38,000</b>		

### B) Amounts due to Micro, Small and Medium Enterprises:

- Based on the information given to us by the Company, information in respect of applicability of MSMED Act, 2006 to the various parties/suppliers is not available with company. Hence amount due to MSME under the head Trade Payables can't be ascertained.
- Since company doesn't have information in respect of applicability of MSMED Act, 2006 to the various parties/suppliers, delay in the payment of dues to such enterprises during the year and dues payable at the year-end can't be ascertained

### C) Treatment of Investments

The company has shown separately the Long Term and Short Term Investment in the financial statement. Also the bifurcation has done between Quoted and Unquoted investment. The profit or gain arises on the sale-purchase transaction has been accounted for in the books of account. Dividend received during the year has shown separately in the books of accounts.

- Foreign Exchange Earnings/Outgo: NIL (P.Y. Nil)

- Auditors' Remuneration:

	2019-20	2018-19
As Tax Audit Fees & Statutory Audit	75,000	75,000
	75,000	75,000

- The loan received from D.J. Corporation (Director is proprietor) has been given from the proprietor's own fund.

For and on behalf of  
**A D V & Associates**  
Chartered Accountants  
FRN.128045W

**Prakash Mandhaniya**  
Partner  
Membership No.: 421679  
Place: Mumbai  
Dated: 19<sup>th</sup> June, 2020  
UDIN:20421679AAAABB205



NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2020

Note No.1 Share Capital

Particulars	31-03-2020	31-03-2019
<b>Authorised</b>		
1,00,00,000 Equity Shares WITH ALL RIGHT of ₹ 10/- Par Value	10,00,00,000	1,00,00,000
	<b>10,00,00,000</b>	<b>1,00,00,000</b>
<b>Issued, Subscribed and Paid up Capital</b>		
5,02,320 Equity Shares WITH ALL RIGHT of ₹10/- Par Value	50,23,200	50,23,200
25,11,600 Bonus Shares issued from Reserve & Surplus in 1:5 ratio of 5,02,320 shares	2,51,16,000	-
	<b>3,01,39,200</b>	<b>50,23,200</b>

Holding More Than 5%

Particulars	31-03-2020		31-03-2019	
	Number of Shares	% Held	Number of Shares	% Held
DINESH MUDDU KOTIAN	29,66,520	98%	4,94,420	98%

Reconciliation of the Number of Shares Outstanding

Particulars	Equity Shares	Equity Shares
Shares Outstanding at the beginning of the year	5,02,320	5,02,320
(+) Bonus Shares Issued during the year	25,11,600	-
(-) Shares bought back during the year	-	-
Shares Outstanding at the end of the year	<b>30,13,920</b>	<b>5,02,320</b>

Note No.2 Reserve and Surplus

Particulars	31-03-2020	31-03-2019
<b>General Reserve</b>		
Opening Balance	25,47,357	15,33,870
Add: Transferred From Surplus in Statement Of Profit And Loss	10,91,159	10,13,488
Less: Bonus Share issued	16,92,691	-
<b>Closing Balance</b> Sub Total (A)	<b>19,45,826</b>	<b>25,47,357</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance brought forward from previous year	2,34,23,312	1,46,70,075
Add: Transferred From Surplus in Statement Of Profit And Loss	1,09,11,594	1,01,34,876
Less : General Reserve	10,91,159	10,13,488
Less : Withdraw	-	3,68,152
Less: Bonus Share issued	2,34,23,309	-
<b>Closing Balance</b> Sub Total	<b>98,20,437</b>	<b>2,34,23,312</b>
<b>Grand Total</b>	<b>1,17,66,263</b>	<b>2,59,70,669</b>

## Note No.3 Long Term Borrowings

Particulars	31-03-2020	31-03-2019
<b>Term Loan</b>		
<b>Secured Loan</b>		
Sarswat Bank (Against Machinery )	24,65,391	29,37,180
Reliance Capital Loan ( Against Machinery)	-	10,69,222
DHFL(Against Machinery)	24,11,300	32,09,452
<b>Unsecured Loan</b>		
Capital First Ltd	9,11,229	19,64,445
Deutsche Bank	12,91,895	30,47,307
Indusind Bank	9,23,517	21,54,742
Tata Capital Finace	15,40,774	18,37,377
Bajaj Finserv	12,40,113	-
HDFC Bank Ltd	30,87,617	-
ICICI Bank Ltd	33,25,305	-
<b>Loan and Advances From Related Parties Unsecured</b>		
DJ Corporation	-	88,55,104
	<b>1,71,97,141</b>	<b>2,50,74,829</b>

## Note No.4 Short Term Borrowings

Particulars	31-03-2020	31-03-2019
<b>Loans repayable on demand</b>		
<b>Secured Loan</b>		
Sarswat Bank (Against Machinery )	5,39,479	4,87,914
Reliance Capital Loan ( Against Machinery)	10,69,222	25,90,899
Cholamandal loan-440(Against Vehicle)	-	1,43,739
Cholamandal loan-983(Against Vehicle)	-	88,766
DHFL(Against Machinery)	7,98,152	7,01,339
AU Small Finance Bank - OD	1,88,55,032	1,82,20,685
Yes Bank - OD Account	20,82,381	-
<b>Unsecured Loan</b>		
Capital First Ltd	10,53,216	8,94,020
Deutsche Bank	17,67,092	14,77,179
Indusind Bank	12,31,225	10,23,276
Tata Capital Finace	38,21,170	24,22,123
Bajaj Finserv	3,75,768	-
HDFC Bank	8,09,594	-
ICICI Bank	14,44,520	-
	<b>3,38,46,851</b>	<b>2,80,49,939</b>

**Note No.5 Trade Payables**

Particulars	31-03-2020	31-03-2019
Trade Creditors	5,51,71,499	3,69,68,870
	<b>5,51,71,499</b>	<b>3,69,68,870</b>

**Note No.6 Other Current Liabilities**

Particulars	31-03-2020	31-03-2019
<b>Amount Received in Advance</b>		
Advance From Clients	4,13,098	6,47,333
<b>Sub Total</b>	<b>4,13,098</b>	<b>6,47,333</b>
<b>Other payables</b>		
TDS Payable	236719.67	2,06,795
GST Payable(Mumbai)	42,19,397	1,60,129
ESIC Payable	20,808	36,261
PF Contribution	93,042	1,00,322
Rent Deposit	2,75,000	2,25,000
Professional Tax Payable	8,925	9,375
<b>Sub Total</b>	<b>48,53,892</b>	<b>7,37,882</b>
	<b>52,66,990</b>	<b>13,85,215</b>

**Note No.7 Short Term Provisions**

Particulars	31-03-2020	31-03-2019
<b>Audit Fees Payable</b>	75,000	75,000
Provison For Income Tax	4,202,114	3,779,698
Salary Payable	946,762	904,553
Electricity & Telephone Charges payable	176,792	317,369
Service Tax Payable	462,406	538,141
Gratuity Provision	715,297	-
	<b>6,578,371</b>	<b>5,614,761</b>

**Note No. 8 - FIXED ASSETS**  
**As per Companies act**

(Rupees)

Block of Assets / Asset Group	Rate	Gross Block			Depreciation				Net Block		
		04-01-2019	Additions	Sale/Adj.	31/03/2020	04-01-2019	For the Year	Sale/Adj.	Residual Value Adjustment	31/03/2020	31/03/2019
COMPUTERS AND DATA PROCESSING UNITS											
COMPUTER & PRINTERS	63.16%	14,63,755.99	3,44,162.66	0	18,07,918.65	11,21,640.68	3,83,409.23	0	0	15,05,049.91	3,42,115.31
	63.33%	5,160.00	0	0	5,160.00	4,904.00	0	0	0	4,904.00	256
	66.06%	1,19,700.00	0	0	1,19,700.00	1,14,575.00	0	0	0	1,14,575.00	5,125.00
	71.63%	80,100.00	0	0	80,100.00	77,668.00	0	0	0	77,668.00	2,432.00
	77.27%	74,679.00	0	0	74,679.00	73,252.00	0	0	0	73,252.00	1,427.00
Total (Asset Group)		17,43,394.99	3,44,162.66	0	20,87,557.65	13,92,039.68	3,83,409.23	0	0	17,75,448.91	3,51,355.31
ELECTRICAL INSTALLATIONS AND EQUIPMENT											
OFFICE EQUIPMENT	25.89%	6,65,494.00	0	0	6,65,494.00	3,08,110.75	92,526.52	0	0	4,00,637.27	3,57,383.25
OFFICE EQUIPMENT	25.89%	0	33,600.00	0	33,600.00	0	8,366.29	0	0	8,366.29	25,233.71
Total (Block)		6,65,494.00	33,600.00	0	6,99,094.00	3,08,110.75	1,00,892.81	0	0	4,09,003.56	3,57,383.25
FURNITURE AND FITTINGS											
FURNITURE AND FIXTURE	25.89%	0	1,39,750.60	0	1,39,750.60	0	19,851.45	0	0	19,851.45	1,19,899.15
FURNITURE AND FIXTURES	25.89%	96,20,843.12	0	0	96,20,843.12	22,67,739.09	19,03,718.66	0	0	41,71,457.75	73,53,104.03
	26.07%	13,500.00	0	0	13,500.00	9,552.92	1,029.00	0	0	10,581.92	3,947.08
	26.87%	60,000.00	0	0	60,000.00	44,738.24	4,100.83	0	0	48,839.07	15,261.76
	27.14%	35,854.00	0	0	35,854.00	27,161.87	2,359.04	0	0	29,520.91	8,692.13
	27.65%	42,120.00	0	0	42,120.00	32,805.67	2,575.41	0	0	35,381.08	9,314.33
	28.31%	2,38,281.00	0	0	2,38,281.00	1,99,615.17	10,946.30	0	0	2,10,561.47	38,665.83
Total (Asset Group)		1,00,10,598.12	0	0	1,00,10,598.12	25,81,612.96	19,24,729.24	0	0	45,06,342.20	74,28,985.16
Total (Block)		1,00,10,598.12	1,39,750.60	0	1,01,50,348.72	25,81,612.96	19,44,580.69	0	0	45,26,193.65	74,28,985.16



93

## As per IT act

Block	Rate	WDV as on 01/04/2019	Addition		Deduction	Total	Depreciation for the Year				WDV as on 31/03/2020
			More than 180 Days	Less than 180 Days			Normal	Additional		Total	
								Rate	Amount		
FURNITURE AND FITTINGS	10.00%	86,02,900.00	16,300.00	1,23,451.00	0	87,42,651.00	8,68,093.00	-	0	8,68,093.00	78,74,558.00
MACHINERY AND PLANT	15.00%	2,08,43,952.00	33,600.00	0	0	2,08,77,552.00	31,31,633.00	-	0	31,31,633.00	1,77,45,919.00
MACHINERY AND PLANT	30.00%	0	98,000.00	0	0	98,000.00	29,400.00	-	0	29,400.00	68,600.00
MACHINERY AND PLANT	40.00%	5,10,678.00	3,44,163.00	0	0	8,54,841.00	3,41,936.00	-	0	3,41,936.00	5,12,905.00
Total		2,99,57,530.00	4,92,063.00	1,23,451.00	0	3,05,73,044.00	43,71,062.00		0	43,71,062.00	2,62,01,982.00

Deferred Tax calculation	
Dep. As per co.'s Act	59,97,525.85
Dep. As per I.Tax Act	43,71,062.00
	16,26,463.85
<b>Tax @ 27.82%</b>	<b>4,52,482.24</b>

**Note No.9 Intangible assets**

Particulars	31-03-2020	31-03-2019
Goodwill	1,03,05,357.00	-
Less: Amortization	20,61,071.40	-
	<b>82,44,285.60</b>	-

**Note No.10 Non-current investments**

Particulars	31-03-2020	31-03-2019
<b>Investment</b>		
Quoted		
Investment in Shares	7,21,487	3,20,166
Unquoted	-	-
	<b>7,21,487</b>	<b>3,20,166</b>

**Note No.11 Long-term loans and advances**

Particulars	31-03-2020	31-03-2019
<b>Security Deposits</b>		
Rent Deposit	13,94,814	13,37,405
Security Deposit (MVAT)	25,000	25,000
Security Deposit (MTNL)	6,000	6,000
Delhi Deposits Rent	50,000	50,000
Electricity Deposit	3,33,378	3,33,378
Deposit with Alankit Ltd	2,00,000	2,00,000
Security Deposit with Clients	2,93,950	75,740
DEMAT - Security Charges	10,000	-

**Loans and advances to others**

Jaykar Shetty	50,000	50,000
Shanthi Shastry	2,00,000	2,00,000
Gopal Krishna Sharma	1,25,000	1,25,000
Santosh Kotian	40,000	-
Surekha Kotian	27,800	-
	<b>27,55,942</b>	<b>24,02,523</b>

**Note No.12 Deffered Tax Asset**

Particulars	31-03-2020	31-03-2019
Opening Balance	8,05,674	8,05,674
Add: during the year	4,52,482	-
	<b>12,58,156</b>	<b>8,05,674</b>

## Note No.13 Current Investment

Particulars	31-03-2020	31-03-2019
Pansecure Record Storage Management (Partner)	50,000	1,01,93,839
	<b>50,000</b>	<b>1,01,93,839</b>

## Note No.14 Inventories

Particulars	31-03-2020	31-03-2019
<b>Stock in Trade</b>		
Closing stock	3,42,77,102	2,91,34,164
WIP	8,32,203	21,69,283
	<b>3,51,09,305</b>	<b>3,13,03,446</b>

## Note No.15 Trade receivables

Particulars	31-03-2020	31-03-2019
<b>Trade Receivable</b>		
<b>Unsecured considered good</b>		
Within Six Months	6,37,85,258	3,25,49,609
Exceeding Six Months	1,62,52,432	1,39,94,376
	<b>8,00,37,690</b>	<b>4,65,43,985</b>

## Note No.16 Cash and cash equivalents

Particulars	31-03-2020	31-03-2019
Cash in Hand	1,43,732	14,59,423
<b>Balances With Banks</b>		
IDBI Bank	10,121	7,271
State Bank Of Mysore	46,867	39,244
Vijaya Bank	4,058	24,028
Vijay Bank C/A	(42,991)	11,86,670
Sarawat Bank	19,620	10,032
Yes Bank	17,067	36,985
Au Small Finance C/A	25,000	25,000
Apna Sahakari Bank Ltd	5,289	6,04,604
<b>Other</b>		
Fixed Deposit Against B.G	33,111	31,093
Fixed Deposit with Vijaya Bank	67,964	63,616
Vijaya Bank Gaurantee-	1,24,792	1,17,029
Vijaya Bank Gaurantee	5,03,676	4,75,904
Fixed Deposit with AU Bank	-	81,193
Fixed Deposit Against B.G(AU Bank)	1,07,320	1,06,746
	<b>10,65,626</b>	<b>42,68,837</b>



**Note No.17 Short-term loans and advances**

Particulars	31-03-2020	31-03-2019
Advance against salary	2,26,622	3,72,900
Advance to Suppliers	47,12,888	-
EMD	8,48,038	8,27,014
Reliance Investment Securities	(189 )	4,11,356
	<b>57,87,359</b>	<b>16,11,270</b>

**Note No.18 Other current assets**

Particulars	31-03-2020	31-03-2019
TDS Receivable	19,04,557	17,01,862
Advance Tax (A.Y. 2019-20)	-	3,00,000
Advance Tax (A.Y. 2020-21)	2,00,000	-
VAT Receivable	5,829	5,829
VAT Receivable(F.Y. 2016-17)	1,04,299	1,04,299
VAT Receivable(F.Y. 2015-16)	13,213	13,213
VAT Receivable(F.Y. 2017-18)	42,866	42,866
Prepaid Expenses	1,88,047	2,95,534
Miscellaneous Expenditure(Extent to Write off)	4,40,000	6,60,000
TDS Receivable (A.Y. 15-16)	77,720	77,720
TDS receivable from NBFC	2,62,252	1,50,918
GST -TDS receivable (Delhi)	1,274	7,731
GST -TDS receivable (Mumbai)	7,500	1,72,141
GST (Delhi)	-	53,470
VAT Deposit 10% - (Agst. Appeal F.Y. 2010-11)	18,760	-
	<b>32,66,317</b>	<b>35,85,583</b>

**Note No.19 Revenue from operations**

Particulars	31-03-2020	31-03-2019
<b>Sale of Services</b>		
Courier Charges & Transportation Charges Received	6,53,03,798	5,22,93,597
Printing Charges Received	13,18,68,270	14,95,51,608
Record Management charges & Scanning charges	1,20,88,981	18,18,566
Newspaper Agency Sales	25,17,231	9,17,342
<b>Other Operating Revenues</b>		
Rebate Received	38,849	26,398
	<b>21,18,17,128</b>	<b>20,46,07,510</b>

## Note No.20 Other income

Particulars	31-03-2020	31-03-2019
<b>Interest</b>		
FD Interest	56,123	71,604
Interest on VAT	-	92,548
<b>Miscellaneous</b>		
Dividend Income	8,134	7,546
Other Income	13,156	18,943
Income from shares	-	5,12,509
Rent Income	13,38,000	14,20,000
	<b>14,15,413</b>	<b>21,23,150</b>

## Note No.21 Cost of Purchase &amp; Direct Expenses

Particulars	31-03-2020	31-03-2019
Purchases	13,08,74,731	14,37,86,029
Add: Direct Expense	2,20,77,398	2,36,39,928
	<b>15,29,52,128</b>	<b>16,74,25,958</b>

## Note No.22 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

Particulars	31-03-2020	31-03-2019
<b>Opening</b>		
Stock in Trade	2,91,34,164	1,08,41,289
WIP	21,69,283	37,43,275
	<b>3,13,03,446</b>	<b>1,45,84,564</b>
<b>Closing</b>		
Stock in Trade	3,42,77,102	2,91,34,164
WIP	8,32,203	21,69,283
	<b>3,51,09,305</b>	<b>3,13,03,446</b>
<b>Increase/Decrease</b>		
Stock in Trade	(38,05,858)	(1,67,18,882)
	<b>(38,05,858)</b>	<b>(1,67,18,882 )</b>

**Note No.23 Employees Benefits Expenses**

Particulars	31-03-2020	31-03-2019
<b>Salary, Wages &amp; Bonus</b>		
Salaries, Wages & Bonus	1,05,90,695	92,22,405
Directors Remuneration	36,30,000	33,00,000
<b>Staff Welfare Expenses</b>		
Staff Welfare Expenses	15,54,234	17,56,752
PF Employer Contribution	6,15,949	5,91,469
ESIC Employer Contribution	2,55,155	3,21,669
Provision for Gratuity	7,15,297	-
	<b>1,73,61,330</b>	<b>1,51,92,295</b>

**Note No.24 Finance costs**

Particulars	31-03-2020	31-03-2019
<b>Interest Expenses</b>		
Interest on OD	24,88,129	20,63,689
Interest on Term Loan	37,20,525	23,14,897
<b>Bank Charges</b>		
Bank Charges	43,322	53,237
<b>Finance Charges</b>		
Processing Charges	2,62,256	7,11,295
	<b>65,14,232</b>	<b>51,43,118</b>

**Note No.25 Depreciation and amortisation expense**

Particulars	31-03-2020	31-03-2019
Depreciation Tangible Assets	59,97,526	57,97,403
<b>Amortisation Intangible Assets</b>		
Goodwill Amortization	20,61,071	-
Preliminary Expenses W/O	2,20,000	2,21,480
	<b>82,78,597</b>	<b>60,18,883</b>

**Note No.26 Administrative, Selling & Distribution Expenses**

Particulars	31-03-2020	31-03-2019
Advertising Expenses	55,663	1,03,537
Audit Fees	75,000	75,000
Business Promotion Expenses	6,82,950	1,25,479
Computer Maintenance	4,39,949	3,01,367
Donation	33,002	65,250
Electricity Charges	35,55,082	33,50,032
Festival Expenses	2,00,202	2,91,986
General Office Expenses	9,47,613	6,91,120
Insurance Charges	3,68,574	2,03,390
Interest on GST	31,471	-
Interest on Income tax	3,05,013	55,941
Interest on Service Tax	-	1,83,468
Interest on TDS	13,826	1,836
Labour Charges	-	1,59,235
Late Payment Charges	61,519	213
Legal & Professional Fee	5,42,515	7,38,500
License and Registration expenses	2,50,830	80,000
MCA Filing Expenses	7,61,400	51,550
Office & Godown Rent	48,87,291	35,18,766
Other Expenses	10,491	6,395
Penalty	1,26,766	1,96,198
Postage And Courier Charges	37,037	1,58,886
Printing & Stationery	2,90,338	9,45,807
Prior Period Expenses	-	11,253
professional tax paid	2,500	2,500
Repair & Maintenance	6,33,811	11,34,956
Round off	(569)	(40)
Service Tax	-	4,45,765
Securtiy Charges	3,09,360	2,68,800
Late Filing Fees	-	33,250
Telephone & Internet Charges	2,30,243	3,55,783
Tender Fees	44,394	39,667
Training Expenses	-	69,916
Travelling & Conveyance Expenses	17,21,117	20,08,087
Website Exp.	-	1,49,484
Vehicles Repairs And Maintenance	2,10,073	2,59,647
	<b>1,68,27,460</b>	<b>1,60,83,025</b>

For and on behalf of  
**ADV & Associates**  
Chartered Accountants  
FRN: 128045W

**Prakash Mandhaniya**  
Partner  
Membership No. 421679  
Place: Mumbai  
Dated: 19.06.2020  
UDIN: 20421679AAAABB205

For and on behalf of the Board  
**DJ MEDIAPRINT & LOGISTICS LTD.**

**DINESH M KOTIAN**  
(MANAGING DIRECTOR)  
DIN: 01919855

**KHUSHBOO M LALJI**  
(COMPANY SECRETARY)  
A53405

**DEEPAK BHOJANE**  
(WHOLE TIME DIRECTOR)  
DIN: 02585388

**DHANRAJ KUNDER**  
(CHIEF FINANCIAL OFFICER)



[illegible]

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.





**WE PRINT**



**WE POST**



**WE PUBLISH**

**REGISTERED OFFICE:**

24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002.

**CORPORATE OFFICE:**

UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400 703,  
Tel No.: 022 – 2788 9340/41/43, E-Mail ID: cs@djcorp.in, Website: www.djcorp.in