

**NOTICE OF THE 11th
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 11th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DJ MEDIAPRINT & LOGISTICS LIMITED WILL BE HELD ON SATURDAY, 05th 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 29th 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 5th September, 2020 to 04th 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 29th 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 5th September, 2020 to 04th 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 29th 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 5th September, 2020 to 04th 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 29th 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 5th 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: 01st August, 2020

Registered Office:
24, 1st 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 **05th May, 2020** issued by **Ministry of Corporate Affairs** read with Circulars dated **08th April, 2020** and **13th 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 **30th August, 2020** to **5th 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.
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, website of the Stock Exchange i.e. BSE Limited 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.
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 **31st 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

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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. **05th September, 2020**. Members seeking to inspect such documents can send an email to 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; 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 Website: 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, 02nd September, 2020** and ends on **Friday, 4th 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, 29th 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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"> 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 support@purvashare.com
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"> 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).

- (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.
- 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/ support@purvashare.com.
 - 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 / 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. 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. 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.

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- 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 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.
- 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 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, 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, under help section or write an email to 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 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 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: 01st 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
DIN	06902537	08648037	08652925	08648083	06865570
Designation	Non-Executive Director	Additional Independent Director	Additional Independent Director	Additional Independent Director	Additional Non-Executive Director
Date of Birth	10/09/1942	03/11/1963	20/01/1992	09/05/1952	07/11/1982
Age	78	57	28	68	38
Date of appointment on Current Position	25 th June, 2014	29 th November, 2019	29 th November, 2019	29 th November, 2019	29 th November, 2019
Nationality	Indian	Indian	Indian	Indian	Indian
Qualifications	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.
Expertise in specific functional areas	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.
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	Nil	Nil	Nil	Nil	Nil
Chairman/Member of Committee of other Company	Nil	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil
No. of Shares held in the company	600	Nil	Nil	Nil	Nil
Remuneration proposed to be paid	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.
Remuneration last drawn For financial year 2019-2020	Nil	Nil	Nil	Nil	Nil

Number of Board meetings attended during the financial year 2019-2020	9	5	5	5	5
Directorship of other Companies in India (as on March 31, 2020)	Nil	Vice Chairman of Mumbai Bank	Nil	Nil	Promoter – Director with Corporate Capital Designers Pvt Ltd
Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2020)	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.
Terms and Conditions of Appointment	Non-Executive Director liable to retire by rotation	Appointed as Independent Director by the Company for 5 years from 5 th September, 2020 to 04 th September, 2025, not liable to retire by rotation.	Appointed as Independent Director by the Company for 5 years from 5 th September, 2020 to 04 th September, 2025, not liable to retire by rotation..	Appointed as Independent Director by the Company for 5 years from 5 th September, 2020 to 04 th 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 29th 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 5th September, 2020 to 04th 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 29th 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 5th September, 2020 to 04th 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 29th 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 5th September, 2020 to 04th 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 29th 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 5th 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: 01st August, 2020

Registered Office:

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