

NOTICE OF THE 15th ANNUAL GENERAL MEETING



NOTICE OF THE 15th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15th ANNUAL GENERAL MEETING OF MEMBERS OF DJ MEDIAPRINT & LOGISTICS LIMITED WILL BE HELD ON SATURDAY, 13TH JULY, 2024 AT 04:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OVAM") TO TRANSACT THE FOLLOWING BUSINESS;

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the report of the Auditors' thereon and the report of the Board of Directors'.

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2024, placed before the 15th Annual General Meeting be and are hereby received, considered and adopted."

2. To declare a final dividend at the rate of INR. 0.20 (Twenty Paise only), being 2%, per equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2024.

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend at the rate of INR. 0.20 (Twenty Paise) only per equity share be and is hereby declared to be paid to the members of the Company."

3. To appoint a Director in place of Mr. Devadas Alva (DIN: 06902537), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devadas Alva (DIN: 06902537), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To re-appoint Statutory Auditors M/s ADV & Associates, Chartered Accountants (ICAI Firm Registration No. 128045W) of the company for a period of five years and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification (or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s ADV & Associates, Chartered Accountants (ICAI Firm Registration No. 128045W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

5. Appointment of Mr. Ganesh Nathuram Dhonde (DIN: 10664920) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors Mr. Ganesh Nathuram Dhonde (DIN: 10664920) who was appointed as an Additional Director of the

Company with effect from 18th June, 2024 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. Ganesh Nathuram Dhonde (DIN: 10664920) 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. Ganesh Nathuram Dhonde (DIN: 10664920), 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 18th June, 2024 to 17th June, 2029.

RESOLVED FURTHER THAT Mr. Ganesh Nathuram Dhonde (DIN: 10664920) 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. Appointment of Ms. Nirmala Patwa (DIN: 10664922) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors Ms. Nirmala Patwa (DIN: 10664922) who was appointed as an Additional Director of the Company with effect from 18th June, 2024 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. Nirmala Patwa (DIN: 10664922) 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), Ms. Nirmala Patwa (DIN: 10664922), 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 18th June, 2024 to 17th June, 2029.

RESOLVED FURTHER THAT Ms. Nirmala Patwa (DIN: 10664922) 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."

7. Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the existing shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto."

8. Amendment to Memorandum of Association with regard to Increase in Authorized Share Capital.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 13, 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V:

"The Authorized Share Capital of the Company Rs.50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten only) each with a power of Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the Articles of Association of the company or the legislature provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary of the Company be and are hereby authorized to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Issue of Bonus Shares

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any person and/or Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 21,65,56,800 (Rupees Twenty One Crores, Sixty Five Lakhs, Fifty Six Thousand, Eight Hundred only) from and out of the Reserves and securities premium account as may be considered appropriate by the Board for the purpose of issuance of bonus shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited

(NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date to be fixed by the Board for the purpose (which expression shall also include a Committee thereof), in the proportion of 2:1 i.e. 2 new equity shares of Rs.10/- each for every 1 existing equity shares of Rs.10/- each fully paid up and held by the Members/ Beneficial Owners.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors, be subject to the compliance requirements of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the new equity bonus shares of Rs.10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT the Board of the Directors and or the Company Secretary of the Company be and are hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of the Directors and or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory

DJ Mediaprint & Logistics Limited

authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper and further to delegate all or any of the powers conferred by this resolution on it, to any other Director(s) and or the Company Secretary of the Company to give effect to the foregoing resolutions”.

10. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Devadas Alva (DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on 10th September 2024 he attains the age of 82 years during the aforesaid tenure.”

11. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Navinchandra Rama Sanil (DIN : 08648083) be continued as an Independent Director of the Company for the term of 5 years effective from 5th September, 2020 to 04th September, 2025, notwithstanding that on 09th May 2025 he attains the age of 73 years during the aforesaid tenure.”

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

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

Place: Mumbai

Date: June 18, 2024

Registered Office:

24, 1st Floor, Palkhiwala House, Tara Manzil
01st Dhobhi Talao Lane, Mumbai - 400 002,
Maharashtra

Notes:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 09/2023 dated September 25, 2023 and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2024 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in compliance with the provisions of the Companies Act, 2013 (“The Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 15th Annual General Meeting (“AGM”) of the Company is being conducted on July 13, 2024 at 04:00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 15th AGM shall be the Corporate Office of the Company.
2. Pursuant to the provisions of the Act, 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 this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email id cs@djcorp.in, a certified copy of the Board

- Resolution authorizing their representatives to attend and vote on their behalf at the Meeting and through e-voting.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 6. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting and e-voting during the 15th AGM.
 7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served 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 AGM without restriction on account of first come first served basis.
 8. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report for financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrars and Transfer Agents (RTA). The Notice convening the 15th AGM has been uploaded on the website of the Company at www.djcorp.in under 'Investors' section and may also be accessed on the website of stock exchanges- BSE Limited at www.bseindia.com NSE Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
 9. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of business to be transacted with respect to the item of Special Business is annexed hereto.
 10. Members may note that the details of the Directors seeking re-appointment and Appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms an integral part of the notice. Requisite declarations have been received from the Directors for seeking his re-appointment and appointment.
 11. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Purva Shareregistry Private Limited for assistance in this regard.
 12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate;

DJ Mediaprint & Logistics Limited

Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, which is hosted on the website of the Company's RTA at www.purvashare.com. After processing the service request, a letter of confirmation will be issued to the Shareholder that shall be valid for a period of 120 days, within which the Shareholder shall make a request to the Depository Participant for dematerializing those shares. If the Shareholder fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat Account held by the Company which can be claimed by the Shareholders on submission of necessary documentation.

13. Members whose shareholding is in physical mode are requested to immediately notify any change pertaining to their postal address, e-mail address, telephone/mobile numbers, Bank Mandate details, etc. to Company's Registrar and Transfer Agent, M/s. Purva Shareregistry India Private Limited at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 or email at support@purvashare.com and members whose shareholding is in electronic mode are requested to direct change of the aforesaid details to their respective Depository Participants. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they maintained their demat accounts. Members holding shares in physical form should submit their PAN to M/s. Purva Shareregistry India Private Limited.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13. If a Member desires

to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at support@purvashare.com in case the shares are held in physical form, quoting their folio number.

15. (i) In pursuance of Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 08th July, 2024 to Saturday, 13th July, 2024** (both days inclusive) for the purpose of Annual General Meeting & Dividend. The dividend recommended by the Board of Directors, if approved at 15th AGM, payment of such Dividend will be made on or after **August 12, 2024**, to those Members whose names are registered as such in the Register of Members of the Company/ Beneficiary list provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as **on Saturday, 06th July, 2024** subject to deduction of tax at source where applicable.
- (ii) Payment of dividend through electronic means
 - a) Pursuant to the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023 (superseding the SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated 16th March, 2023) read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2023/181 dated 17th November, 2023, SEBI has mandated all listed companies to maintain a record PAN, Nomination, Contact details, Bank A/c details and Specimen signature of its Shareholders holding physical securities. Further, with effect from 1st April, 2024, Shareholders holding physical securities shall be eligible for dividend payment only in electronic mode.

Shareholders holding shares in physical form are requested to update their PAN, nomination details, contact details, mobile number, bank account details and specimen signature (collectively called as “details”) with the Company/RTA so as to enable the Company to process the dividend payments through electronic medium. Please note, as per the SEBI mandate, the Company shall not process dividend through warrants or demand drafts or banker’s cheque to the Shareholders holding shares in physical mode, whose details are not updated with the Company/RTA against their folio(s). The forms for updation of PAN, KYC, bank details and nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on RTA’s website at www.purvashare.com.

In view of the above, we urge the Shareholders holding shares in physical form to submit the required forms along with the supporting documents at the earliest to the RTA. The Company has sent letters to the Members holding shares in physical form in relation to the applicable SEBI Circular(s).

- b) Shareholders holding shares in dematerialised form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/RTA cannot act on any request received directly from the Shareholders holding shares in dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant(s) of the Shareholders.
- (iii) Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from Dividend paid to Shareholders at the

prescribed rates. For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Permanent Account Number (PAN) with the Company / Purva shareregistry India Private Limited, Registrar and Transfer Agent (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A separate e-mail will be sent at the registered e-mail id of the Members describing about the detailed process to submit/upload the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company www.djcorp.in.

- (iv) A Resident Individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by updating the details on the following link provided by the Company’s RTA namely www.purvashare.com latest by July 06 , 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- (v) Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending it on the link provided by the Company’s RTA namely www.purvashare.com latest by August 29, 2024.

DJ Mediaprint & Logistics Limited

16. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Purva Sharegistry (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. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
18. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
19. Electronic copy of all the documents referred to in the accompanying Notice of the 15thAGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.djcorp.in
20. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members remote e-voting facility in respect of the business to be transacted at the 15th AGM and to cast vote through e-voting system during the 15th AGM.
21. Members are requested to carefully read the following instructions relating to e-voting before casting their vote.
22. The Company has appointed Mr. CS Abbas Jawadwala, Practicing Company Secretary having (ACS 40723 COP No.24937) as the Scrutinizer for conducting the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.
23. The Scrutinizer shall submit his report to the Chairman or any person authorised by him in writing. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.djcorp.in and on the website of CDSL i.e. www.evotingindia.com after the declaration of the result by the Chairman or by the person authorised by him in this behalf. The results shall also be communicated to Stock Exchanges BSE Limited & NSE Limited, where the shares of the Company are listed.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins from **09:00 a.m. on Wednesday 10th July, 2024 and ends on Friday, 12th July, 2024** 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, 06th July, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The voting rights of Members shall be in proportion to their shares on the paid up equity share capital of the Company as on **Saturday, 06th July, 2024** i.e. cut off date.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote

e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register

again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

Login method for e-Voting and joining virtual meeting for shareholders **other than individual shareholders & physical shareholders.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.

- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

DJ Mediaprint & Logistics Limited

- (ix) Click on the EVSN for the relevant <DJ Mediaprint & Logistics Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - 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 & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads with latest internet browsers for better experience.

- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. 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 7 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 7 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.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM 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 AGM.
- x. 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/OAVM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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 update your email id & mobile no. with your respective Depository Participant (DP).
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

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 – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

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

Sd/-
Khushboo Mahesh Lalji
Company Secretary
M.No.:- A53405

Place: Mumbai

Date: June 18, 2024

Registered Office:

24, 1st Floor, Palkhiwala House, Tara Manzil
01st Dhobhi Talao Lane, Mumbai – 400 002,
Maharashtra

DJ Mediaprint & Logistics Limited

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. 4 to 11 of the accompanying Notice.

Item No-4

M/s ADV & Associates, Chartered Accountants (ICAI Firm Registration No. 128045W), were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company to be held for the financial year 2023-24. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s ADV & Associates is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on June 18, 2024, approved the reappointment of M/s ADV & Associates as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held for the financial year 2028-29. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of M/s ADV & Associates and based on the recommendation of the Audit Committee, it is proposed to appoint M/s ADV & Associates as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 20th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the ordinary resolution as set out at item no.4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Brief profile of M/s ADV & Associates

M/s ADV & Associates is a leading Chartered Accountancy & Business Advisory Firm providing distinctive professional expertise for Businesses. ADV & Associates is Congregation of Chartered Accountants, Company Secretaries, Cost Accountants & other professionals having more than 20 years of experience across different Industries & Sectors. ADV & Associates has rich experience to serve multi-national companies (MNCs), large corporates, small and medium enterprises (SMEs), listed and non-listed entities

Core Services: -

- Audit & Assurance
- Direct & Indirect Tax Consultancy
- Corporate & Regulatory Laws
- Business Development
- Portfolio Management
- Financial Accounts Outsourcing
- Financial Services
- Risk Management
- Management Advisory

Item No-5

The Board of Directors had appointed Mr. Ganesh Nathuram Dhonde (DIN: 10664920) as an Additional Independent Director with effect from June 18, 2024 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. Ganesh Nathuram Dhonde 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. Ganesh Nathuram Dhonde stating that he meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Mr. Ganesh Nathuram Dhonde is attached as Annexure to Notice

In the opinion of the Board, Mr. Ganesh Nathuram Dhonde 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. Ganesh Nathuram Dhonde as an Independent Director of the Company for a period of five (5) years commencing from 18th June, 2024 to 17th June, 2029.

Except Mr. Ganesh Nathuram Dhonde, 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

The Board of Directors had appointed Ms. Nirmala Patwa (DIN: 10664922) as an Additional Independent Director with effect from June 18, 2024 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. Nirmala Patwa (DIN: 10664922) 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. Nirmala Patwa (DIN: 10664922) stating that he meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Ms. Nirmala Patwa (DIN: 10664922) is attached as Annexure to Notice

In the opinion of the Board, Ms. Nirmala Patwa (DIN: 10664922) 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. Nirmala Patwa (DIN: 10664922) as an Independent Director of the Company for a period of five (5) years commencing from 18th June, 2024 to 17th June, 2029.

Except Ms. Nirmala Patwa (DIN: 10664922), 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.

Item No-7& 8

Presently, the Authorized Share Capital of your Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each

The Board of Directors of the Company at their Meeting held on June 18, 2024 have recommended issue of Bonus Shares in the ratio of 2:1 to the existing members of the Company.

The Board of Directors have also considered it necessary to increase the Authorized Share Capital of the Company which is presently at Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 3, 50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 7 for increase in Authorized Share Capital of the Company and passing a Special Resolution as set out in item no.8 for amendment in Clause V of the Memorandum of Association of the Company.

The Board recommends the resolution as set out at Item No.7 & 8 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

DJ Mediaprint & Logistics Limited

ITEM NO. 9

The Board of Directors at their meeting held on June 18, 2024 have recommended the issue of Bonus shares in the proportion of 2 (Two) equity share of Rs. 10/- (Rupees Ten only) each fully paid-up for every 1 (One) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company by capitalization of a sum of Rs. 21,65,56,800 (Rupees Twenty One Crores, Sixty Five Lakhs, Fifty Six Thousand, Eight Hundred only) standing to the credit of Reserves and securities premium of the Company as may be considered appropriate by the Board for the purpose of issuance of Bonus equity shares of Rs.10/- (Rupees Ten only) each.

The proposed Bonus Issue is not in lieu of Dividend.

The proposed issue of Bonus shares will be made subject to approval of the shareholders and in accordance with the provisions of Companies Act, 2013 and subject to such approvals, if required, from the statutory authorities.

The Board recommends the resolution as set out at Item No.9 of the Notice for approval by the Members by way of an ordinary resolution.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 10

Mr. Devadas Alva, aged 81 years is a Non- Executive Director of the Company and is liable to retire by rotation.

Mr. Alva, has done his Diploma in Electronics has more than 40 years of experience in compliance and administration as a Maharashtra State Government Official and also has expertise in Human Resource, Legal & Litigation field. He retired as a Maharashtra State Government Official and thereafter has been a Non- Executive Director in the Company from 2014.

Mr. Alva would be attaining the age of 82 years on 10th September, 2024. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Alva as an Non-Executive Director beyond 10th September, 2024, consent of the Members would be required by way of a Special Resolution.

Having regard to his qualifications, knowledge and rich experience, his appointment on the Board of the Company as a Non- Executive Director will be in the interest of the Company.

A brief profile of Mr. Alva as required under Regulations 36(3) of the Listing Regulations with the Stock Exchange, is given in **Annexure A** to this Explanatory Statement.

Except Mr. Alva, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution.

The Board recommends the resolutions for the approval of the Members.

Item No. 11

Mr. Navinchandra Rama Sanil, is aged 72 years. Mr. Sanil would be attaining the age of 73 years on 09th May 2025. In view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Sanil as an Independent Director of the Company for the term of 5 years effective from 5th September, 2020 to 04th September, 2025, notwithstanding that on 09th May 2025 he attains the age of 73 years during the aforesaid tenure, consent of the Members is required by way of a Special Resolution.

He has an experience over 35 years in various fields, out of 35 years, he served Indian Defence (Civilian) for about 18 years. Having regard to his qualifications, knowledge and rich experience, his appointment on the Board of the Company as an Independent Director will be in the interest of the Company.

A brief profile of Mr. Sanil as required under Regulations 36(3) of the Listing Regulations with the Stock Exchange, is given in **Annexure A** to this Explanatory Statement.

Except Mr. Sanil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution

The Board recommends the resolutions for the approval of the Members.

ANNEXURE A**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. Navinchandra Rama Sanil	Mr. Ganesh Nathuram Dhonde	Ms. Nirmala Patwa
DIN	06902537	08648083	10664920	10664922
Designation	Non-Executive Director	Independent Director	Independent Director	Independent Director
Date of Birth	10/09/1942	09/05/1952	22/11/1984	01/07/1983
Age	81	72	40	41
Date of appointment on Current Position	25 th June, 2014	Appointed as an Additional Independent Director on 29 th November, 2019. His appointment was regularized on 05 th September 2020	Appointed as an Additional Independent Director on 18 th June, 2024	Appointed as an Additional Independent Director on 18 th June, 2024
Nationality	Indian	Indian	Indian	Indian
Qualifications	Diploma in Electronics	Commerce Graduate from Mumbai University	Bcom, LLB, MBA	BSC, MBA
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 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.	<p>Director Profile: Mr. Ganesh Nathuram Dhonde</p> <p>Qualifications: B.Com (Bachelor of Commerce) LLB (Bachelor of Laws) MBA (Master of Business Administration)</p> <p>Work Experience: Maharashtra Police (10 years): Served in various capacities within the Maharashtra Police. Advocacy (12 years): Extensive experience as a practicing lawyer, handling diverse litigation and non-litigation matters. Visiting Faculty (since 2011):</p>	<p>Brief Profile: Ms. Nirmala Patwa</p> <p>Qualifications: MBA (Master of Business Administration), DAVV University, Indore, India (2008 - 2010) Bachelor of Science, Vikram University, Ujjain, India (2001 - 2004) Professional Expertise Seasoned International Trade Operation Specialist with over 12 years of experience.</p> <p>Specialized knowledge in Import and Export, Trade Compliance, Logistics, and Commercial Operations.</p>

			<p>Welingkar Institute of Management: Industry expert contributing to academic programs.</p> <p>ICSI (Institute of Company Secretaries of India): Guest lecturer. ITM and various colleges (Kitri, Siddharth, Podar, Mahatma Phule): Providing insights and guidance in legal and management education.</p> <p>Present Activities: JURISQUARE Advocates: Founder at a prominent law firm specializing in comprehensive litigation and non-litigation legal services.</p> <p>Professional Approach: Demonstrates a commitment to excellence in legal advocacy and consultancy.</p> <p>Strategic thinker with a proven track record of successful case outcomes and client satisfaction.</p> <p>Strong leadership skills in managing diverse teams and fostering a collaborative work environment.</p>	<p>Hands-on experience in International Trade Documents, Letter of Credit, DP, DA, and other Trade Finance Products.</p> <p>Key Skills: Effective communicator with strong Decision-making abilities. Proficient in Stakeholder Management, Negotiation, Team management, and Coordination.</p> <p>Analytical mindset with the ability to resolve issues in ambiguous situations.</p> <p>Ms. Nirmala Patwa combines a robust academic background with extensive practical experience in international trade operations and finance, demonstrating strong leadership and problem-solving capabilities in complex business environments.</p>
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	Nil	Nil	Nil	Nil
Chairman/Member of Committee of other Company	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil
No. of Shares held in the company	1200	Nil	Nil	Nil

Remuneration proposed to be paid	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.
Remuneration last drawn for financial year 2023-2024	Nil	Nil	Nil	Nil
Number of Board meetings attended during the financial year 2023-2024	6	6	0	0
Directorship of other Companies in India (as on March 31, 2024)	Nil	Nil	Nil	Nil
Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2024)	Nomination Remuneration Committee- Member.	1. Audit Committee- Member. 2. Nomination Remuneration Committee- Chairman. 3. Stakeholders Relationship Committee- Chairman.	None	None
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 18 th June, 2024 to 17 th June, 2029. Not liable to retire by rotation.	Appointed as Independent Director by the Company for 5 years from 18 th June, 2024 to 17 th June, 2029. Not liable to retire by rotation.

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

Sd/-
Khushboo Mahesh Lalji
 Company Secretary
M.No.:- A53405

Place: Mumbai
Date: June 18, 2024
Registered Office:
 24, 1st Floor, Palkhiwala House, Tara Manzil
 01st Dhobhi Talao Lane, Mumbai – 400 002, Maharashtra.