

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS OF DJ MEDIAPRINT & LOGISTICS LIMITED AT THE 15th ANNUAL GENERAL MEETING HELD ON SATURDAY, 13th JULY, 2024 AT 4.00 P.M. THROUGH VIDEO CONFERENCING AT THE CORPORATE OFFICE OF THE COMPANY AT UP WAREHOUSE, MAFCO YARD, PLOT 4-9, FIRST FLOOR, SECTOR 18, VASHI, NAVI MUMBAI-400703.

9. Issue of Bonus Shares

“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.

DJ MEDIAPRINT & LOGISTICS LIMITED

(Formerly known as D J Logistic Solutions Private Limited)



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 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".

For DJ Mediaprint & Logistics Limited



Dinesh Muddu Kotian
Managing Director
DIN-01919855
Date-16.07.2024
Place- Mumbai

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT")

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.

For DJ Mediaprint & Logistics Limited



Dinesh Muddu Kotian
Managing Director
DIN-01919855
Date-16.07.2024
Place- Mumbai