

DJ MEDIAPRINT & LOGISTICS LIMITED

CIN: L60232MH2009PLC190657



Regd Office: 24, 1st floor, Palkhiwala House, Tara Manzil 01st Dhobhi Talao Lane Mumbai 400002

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CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT/E-VOTING

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India)

DJ Mediaprint & Logistics Limited (the “Company”) had issued a Notice of Postal Ballot dated September 06, 2024 along with the Explanatory Statement (“Postal Ballot Notice”). The Postal Ballot Notice has been dispatched to the shareholders of the Company on September 06, 2024, in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

As per the Postal Ballot Notice circulated to the Shareholders of the Company, the E-voting period for casting vote by the Members of the Company commenced on Saturday, September 07, 2024 at 9:00 a.m. (IST) and ends on Sunday, October 06, 2024 at 5:00 p.m. (IST) after which the E-voting will be blocked by CDSL. Members were requested to record their assent or dissent by means of E-voting provided by the Company not later than 5:00 p.m. (IST) on Sunday, October 06, 2024.

The Company had filed applications with the stock exchanges namely, National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), for seeking in-principle approval in relation to the proposed preferential issue of Convertible Warrants, for which the approval of the shareholders is being sought. Thereafter, the Company has received certain observations from stock exchange(s), pursuant to which, the Company is required to make certain changes in the Postal Ballot Notice.

The resolution shall be read as:

ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER

Special Business:

ITEM NO. 1 - Preferential Allotment of up to 87,15,859 Convertible Warrants to the Promoter Group and Non- Promoter Category.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and NSE where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) Fully Convertible Warrants (“Warrants”) each convertible into 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each (“the Equity Shares”), to the ‘Promoter Group and Non-Promoter group, on preferential basis, in one or more tranches, at an issue price of Rs 114/- (Rupees One Hundred and Fourteen Only) each, which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 99,36,07926/- (Rupees Ninety Nine Crores Thirty Six Lakhs Seven Thousand Nine Hundred and Twenty Six only) for cash, on such further terms and conditions as detailed herein below to the below mentioned persons (“Proposed Allottees”):

RESOLVED FURTHER THAT the Board has identified 50 (Fifty) number of proposed allottees as identified persons which are as follows:

S no	Name of the Allottees	Warrants to be Alloted
1	Dinesh Muddu Kotain	4610359
2	Manu Mohanlal Sharma	25000
3	Sarojani Shetty	50000
4	Timsy Sharma	25000
5	Prachi Jagannath Bhoir	25000
6	Varinda Bhatia	20000
7	Prakash Vijay Zaveri	25000
8	Vincent Alex D'mello	50000
9	Amisha Samir Ruparelia	50000
	Samir Pratap Ruparelia	
10	Niranjankumar Shrikantkumar	20000
11	Harshit Dinesh Dhanak	100000
12	Geetu Roshan Chawla	25000
13	Ritesh Sahu Huf	200000
14	Maithili Jha	20000
15	Abhishek Kumar Jha	20000
16	Mohit Rajesh Khanna	25000
17	Saurabh Thakur	20000
18	Rajesh Tripathi	405000
19	Vandana Sandeep Mehta	105000
20	Brijendra Kumar	105000
21	Vasudha Bidasaria	105000
22	Siddharth Raichand Kunkulol	105000
23	Rahul Raichand Kunkulol	105000
24	Alka Jaysing Tambe	105000
25	Sumit Lahoti	105000
26	Sumit Lahoti (Huf)	105000
27	Deepak Sheshrao Patil	51000
28	Debalina Chakraborty	51000
29	Jyotindra Chhotalal Jain	51000
30	Gunjan Singhal	51000
31	Bela Prakash Golwala	51000
32	Yasodhara Silla	51000
33	Milankumar Mahendrabhai Parmar	51000
34	Nidhi Hitendra Haria	51000
35	Ishu Datwani	51000
36	Sumitra Khinwsara	51000
37	Kruti Vinit Rawat	51000
38	Pravinkumar Gopaldas Rathi	19500
39	Ranasingh Babusingh Patil	19500
40	Disha Sandeep Raka	12500
41	Komal Shamsundar Rathi	12500
42	Viha Ashok Jain	10500
43	Jugal K Bhagat	400000
44	Gaurav Mittal	450000
45	Adit Mittal	150000
46	Hema Lakshman	400000
47	Anshul Aggarwal & Co. Huf	50000
48	Ssnk Consultancy Services Private Limited	50000
49	Divij Manglani	25000

RESOLVED FURTHER THAT the ‘Relevant Date’, as per the provisions of Chapter V of the SEBI (ICDR) for the purpose Regulations, 2018 of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allotted is 06th September, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. 06th October, 2024)

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company against one Warrant held by him/her.
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- c) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The equity Share Warrants will be issued at Rs. 114 per share warrant which is more than the minimum price arrived as per the valuation report of Registered Valuer, Mr. A. N. Gawde, Registered Valuer IBBI Regn No. IBBI/RV/05/2019/10746 dated September 06, 2024.
- e) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.
- g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the BSE Limited and NSE Limited in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- i) The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE Limited and NSE Limited for obtaining of in-principle approval, filing of requisite documents with the jurisdictional Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

**By Order of the Board of Directors
For DJ Mediaprint & Logistics Limited**

**Place: Mumbai
Date: 30.09.2024**

**Sd/-
Khushboo Mahesh Lalji
COMPANY SECRETARY & COMPLIANCE OFFICER
M.No.: A53405**

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO 1

The Board of Directors of the Company (“Board”) at their Meeting held on Friday, September, 06, 2024, approved raising of funds aggregating up to Rs. 99,36,08,000/- (Rupees Ninety Nine Crores Thirty Six Lakhs and Eight Thousand only) by way of issuance of up to 88,71,500 (Eighty Eight Lakhs Seventy One Thousand Five Hundred only) warrants, each exercisable into, or exchangeable for, 88,71,500 (Eighty Eight Lakhs Seventy One Thousand Five Hundred only) fully paid-up equity share of the Company of face value of Rs. 10 each (“Warrants”) at a price of Rs. 112 each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of Warrants, to identified persons (referred to as the “Proposed Allottees”), by way of a preferential issue, as specified in the table below, through private placement offer (the “Preferential Issue”).

Further, the price has been revised aggregating the total funds up to Rs. 99,36,07926/- (Rupees Ninety-Nine Crores Thirty-Six Lakhs Seven Thousand Nine Hundred and Twenty Six only) by way of issuance of up to 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) warrants, each exercisable into, or exchangeable for, 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) fully paid-up equity share of the Company of face value of Rs. 10 each (“Warrants”) at a price of Rs. 114 each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of Warrants, to identified persons (referred to as the “Proposed Allottees”), by way of a preferential issue, as specified in the table below, through private placement offer (the “Preferential Issue”).

SL No	Name	PAN	Category	Warrants Alloted	UBO PAN	UBO Name
1	Dinesh Muddu Kotain	AAYPK9815B	Promoter	46,10,359.00	N.A	N.A
2	Manu Mohanlal Sharma	DYEPS9318Q	Public	25,000.00	N.A	N.A
3	Sarojani Shetty	KBGPS4167F	Public	50,000.00	N.A	N.A
4	Timsy Sharma	AUQPS1577G	Public	25,000.00	N.A	N.A
5	Prachi Jagannath Bhoir	AUYPB4315R	Public	25,000.00	N.A	N.A
6	Varinda Bhatia	AZTPB5806B	Public	20,000.00	N.A	N.A
7	Prakash Vijay Zaveri	AAIPZ1327P	Public	25,000.00	N.A	N.A
8	Vincent Alex D’mello	AEMPD0441C	Public	50,000.00	N.A	N.A
9	Amisha Samir Ruparelia	AAAPL7646M	Public	50,000.00	N.A	N.A
	Samir Pratap Ruparelia	AAAPR8548J	Public		N.A	N.A
10	Niranjankumar Shrikantkumar	BCZPS4617K	Public	20,000.00	N.A	N.A
11	Harshit Dinesh Dhanak	AOFPD5590K	Public	1,00,000.00	N.A	N.A
12	Geetu Roshan Chawla	ADPPJ7712G	Public	25,000.00	N.A	N.A
13	Ritesh Sahu HUF	AAZHR5944M	Public	2,00,000.00	AOIPS6286C	Ritesh Sahu
14	Maithili Jha	AVVPJ3260H	Public	20,000.00	N.A	N.A
15	Abhishek Kumar Jha	BCDPJ8223N	Public	20,000.00	N.A	N.A
16	Mohit Rajesh Khanna	FEPPK9229K	Public	25,000.00	N.A	N.A
17	Saurabh Thakur	AHUPT6829R	Public	20,000.00	N.A	N.A
18	Rajesh Tripathi	ADWPT8703C	Public	4,05,000.00	N.A	N.A
19	Vandana Sandeep Mehta	AAAPB8694D	Public	1,05,000.00	N.A	N.A
20	Brijendra Kumar	ASVPK8094K	Public	1,05,000.00	N.A	N.A
21	Vasudha Bidasaria	ACRPD3242N	Public	1,05,000.00	N.A	N.A
22	Siddharth Raichand Kunkulol	ARQPK9744C	Public	1,05,000.00	N.A	N.A
23	Rahul Raichand Kunkulol	ALZPK0809M	Public	1,05,000.00	N.A	N.A
24	Alka Jaysing Tambe	AJCPT9864C	Public	1,05,000.00	N.A	N.A
25	Sumit Lahoti	AACPL7764N	Public	1,05,000.00	N.A	N.A
26	Sumit Lahoti (Huf)	AANHS9461C	Public	1,05,000.00	AACPL7754N	Sumit Lahoti
27	Deepak Sheshrao Patil	AGUPP2500J	Public	51,000.00	N.A	N.A
28	Debalina Chakraborty	BDYPC0579C	Public	51,000.00	N.A	N.A
29	Jyotindra Chhotalal Jain	AABPJ1953A	Public	51,000.00	N.A	N.A
30	Gunjan Singhal	AZSPS8848P	Public	51,000.00	N.A	N.A
31	Bela Prakash Golwala	AAXPG6956A	Public	51,000.00	N.A	N.A
32	Yasodhara Silla	AQSPS8209F	Public	51,000.00	N.A	N.A
33	Milankumar Mahendrabhai Parmar	HESPP2511C	Public	51,000.00	N.A	N.A
34	Nidhi Hitendra Haria	ADBPH1703P	Public	51,000.00	N.A	N.A
35	Ishu Datwani	AABPD2417M	Public	51,000.00	N.A	N.A

SL No	Name	PAN	Category	Warrants Alloted	UBO PAN	UBO Name
36	Sumitra Khinwsara	ABSPK5507H	Public	51,000.00	N.A	N.A
37	Kruti Vinit Rawat	ACSPH1405N	Public	51,000.00	N.A	N.A
38	Pravinkumar Gopaldas Rathi	AJDPR6117R	Public	19,500.00	N.A	N.A
39	Ranasingh Babusingh Patil	ASDPP8053D	Public	19,500.00	N.A	N.A
40	Disha Sandeep Raka	GWUPR5408D	Public	12,500.00	N.A	N.A
41	Komal Shamsundar Rathi	AOPPR5822L	Public	12,500.00	N.A	N.A
42	Viha Ashok Jain	ATTPJ3248F	Public	10,500.00	N.A	N.A
43	Jugal K Bhagat	AIKPB8527H	Public	4,00,000.00	N.A	N.A
44	Gaurav Mittal	AGRPM7670H	Public	4,50,000.00	N.A	N.A
45	Adit Mittal	IBLPM8756F	Public	1,50,000.00	N.A	N.A
46	Hema Lakshman	ABKPL2427P	Public	4,00,000.00	N.A	N.A
47	Anshul Aggarwal & Co. HUF	AAQHA3574F	Public	50,000.00	AFUPA3575P	Anshul Aggarwal
48	SSNK Consultancy Services Private Limited	ABHCS8557R	Public	50,000.00	AKAPR7709R	Sunny Raheja
					AHRPK3143L	Shammi Khanna
49	Divij Manglani	GSUPM7581K	Public	25,000.00	N.A	N.A

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue warrants by way of private placement on a preferential basis. Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating up to Rs. 99,36,07926/- (Rupees Ninety Nine Crores Thirty Six Lakhs Seven Thousand Nine Hundred and Twenty Six only) by way of issuance of upto 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) warrants, each exercisable into, or exchangeable for, 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 114 each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is Friday, September 06, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. 06th October, 2024)

2. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board, at its Meeting held on Friday, September, 06, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 88,71,500 (Eighty Eight Lakhs Seventy One Thousand Five Hundred only) Warrants to the Proposed Allottees, each at a price of Rs. 112 per Warrant (including a premium of Rs. 102 per Warrant), aggregating up to Rs. 99,36,08,000/- (Rupees Ninety Nine Crores Thirty Six Lakhs and Eight Thousand only), for a cash consideration, by way of a preferential issue.

Further, the price has been revised aggregating the total funds up to Rs. 99,36,07926/- (Rupees Ninety-Nine Crores Thirty-Six Lakhs Seven Thousand Nine Hundred and Twenty Six only) by way of issuance of up to 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) warrants, each exercisable into, or exchangeable for, 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) fully paid-up equity share of the Company of face value of Rs. 10 each (“Warrants”) at a price of Rs. 114 each payable in cash (“Warrants Issue Price”) (including a premium of Rs. 104 per Warrant).

3. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Upto 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) Warrants, at a price of Rs. 114 per Warrant (including a premium of Rs. 104 per Warrant) aggregating up to Rs. 99,36,07926/- (Rupees Ninety Nine Crores Thirty Six Lakhs Seven Thousand Nine Hundred and Twenty Six only), such price being not less than the floor price as on the relevant date determined in accordance with the valuation report and the provisions of Chapter V of the SEBI ICDR Regulations.

4. Objects of the Preferential Allotment

Given that the funds to be received against Warrant exercise may be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the below-mentioned Objects is set out herein below:

Nature of utilization	Amount (Rs. in lakhs)	Tentative timeline for utilisation
Working Capital requirement	7452.06	Within 12 months from the date of receipt of funds in phases*
General Corporate Purpose**	2484.02	Within 12 months from the date of receipt of funds in phases
Total	9936.08	

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time. Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for the all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

** Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.

5. Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any)

The value of preferential issue of Equity Share Warrants of (DJ Mediaprint & Logistics Limited) has been determined as per the Valuation Report prepared by A. N Gawade Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind Café Goodluck, Deccan Gymkhana, Pune 411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 113.87 (Rupees One Hundred Thirteen and Eighty-Seven Paise) as per the above-mentioned valuation report. The price at which the Equity Share Warrants are being issued is Rs. 114 (Rupees One Hundred and Fourteen) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the closure of remote e-voting and will also be made available on the Company's website and can be accessed at www.djcorp.in

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges BSE and NSE Limited for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of such securities

Aggregating up to Rs. 99,36,08,000/- (Rupees Ninety Nine Crores Thirty Six Lakhs and Eight Thousand only)

7. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are promoter/promoter group of the Company and others in the category of public.

8. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

NA

9. Maximum number of securities to be issued

The Resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 99,36,07,926/- (Rupees Ninety Nine Crores Thirty Six Lakhs Seven Thousand Nine Hundred and Twenty Six only) by way of issuance of up to 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) warrants, each exercisable into, or exchangeable for, 87,15,859 (Eighty Seven Lakhs Seventy Fifteen Thousand Eight Hundred and Fifty Nine only) fully paid-up equity share of the Company of face value of Rs. 10 each at a price of Rs. 114/- each payable in cash.

Minimum amount of 24,84,01,982 (Rupees Twenty-Four Crore Eighty-Four Lakh and One Thousand Nine Hundred and Eighty-Two Only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price ("Warrant Subscription Amount") shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 74,52,05,944 (Rupees Seventy-Four Crores Fifty-Two Lakhs and Five Thousand Nine Hundred and Forty-Four Only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s) ("Warrant Exercise Amount").

10. Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the offer

Apart from the Proposed Allottees, none of the promoters, members of the promoter group, Directors or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer.

11. Shareholding pattern of the Company before and after the Preferential Allotment: -

Sr No	Category	Pre-issue		Post-issue*	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoters and Promoter Group				
1	Indian				
	Individual	18309120	56.36	2,29,19,479.00	55.63
	Bodies corporate	0	0.00	0	0.00
	Sub-total	18309120	56.36	2,29,19,479.00	55.63
2	Foreign promoters	0	0.00	0	0.00
	Sub-total (A)	18309120	56.36	2,29,19,479.00	55.63
B	Non-promoters' holding				
1	Institutional investors	0	0.00	0	0.00
2	Non-institution				
	Resident Individuals	12222168	38.14	1,59,22,668.00	38.65
	Non-Resident Indians	620796	1.77	620796	1.51
	Bodies corporate	657699	2.02	707699	1.72
	HUF	439921	1.30	794921	1.93
	Others	233816	0.41	233816	0.57
	Sub-total	14174400	43.64	1,82,79,900.00	44.37
	Sub-total (B)	14174400	43.64	1,82,79,900.00	44.37
	GRAND TOTAL (A+B)	32483520.00	100.00	4,11,99,379.00	100.00

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

12. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13. Principal terms of assets charged as securities

Not applicable.

14. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

Tenure: The Warrants shall be exercisable into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

Lock-in: The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

Rights: The Warrants shall not carry any voting rights until they are exercised into equity shares.

Exercise of Warrants and other related matters:

- The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupee Ten only) each, in one or more tranches.
- The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- The Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to exercise, and the Company shall, upon receipt of such payment in the designated bank account, in accordance with applicable law, to issue and allot equity shares (to the Warrant holder in lieu of the relevant Warrants).
- The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant holder pursuant to exercise of the Warrants. All equity shares (upon exercise of the Warrants) shall be credited into the Warrant holder's demat account.

15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

PROPOSED ALLOTTEES		ULTIMATE BENEFICIAL OWNERS	
Name	PAN	Name	PAN
Ritesh Sahu (HUF)	AAZHR5944M	Ritesh Sahu	AOIPS6286C
Sumit Lahoti (HUF)	AANHS9461C	Sumit Lahoti	AACPL7754N
Anshul Aggarwal & Co. HUF	AAQHA3574F	Anshul Aggarwal	AFUPA3575P
SSNK Consultancy Services Private Limited	ABHCS8557R	Sunny Raheja	AKAPR7709R
		Shammi Khanna	AHRPK3143L

16. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sl No	Name	Pre-Preferential Issue of Warrants		Post-Preferential Issue of Warrants	
		No. of Equity Shares held	% held	No. of Equity Shares held	% held
1	Dinesh Muddu Kotain	18129120.00	55.81	22739479.00	55.19
2	Manu Mohanlal Sharma	6600.00	0.02	31600.00	0.08
3	Sarojani Shetty	77390.00	0.24	127390.00	0.31
4	Timsy Sharma	0.00	0.00	25000.00	0.06
5	Prachi Jagannath Bhoir	0.00	0.00	25000.00	0.06
6	Varinda Bhatia	0.00	0.00	20000.00	0.05
7	Prakash Vijay Zaveri	0.00	0.00	25000.00	0.06
8	Vincent Alex D'mello	9000.00	0.03	59000.00	0.14
9	Amisha Samir Ruparelia	0.00	0.00	50000.00	0.12
	Samir Pratap Ruparelia	0.00	0.00	0.00	0.00
10	Niranjankumar Shrikantkumar	16162	0.05	36162.00	0.09
11	Harshit Dinesh Dhanak	0.00	0.00	100000.00	0.24
12	Geetu Roshan Chawla	0.00	0.00	25000.00	0.06
13	Ritesh Sahu Huf	6500.00	0.02	206500.00	0.50
14	Maithili Jha	0.00	0.00	20000.00	0.05
15	Abhishek Kumar Jha	222000.00	0.68	242000.00	0.59
16	Mohit Rajesh Khanna	0.00	0.00	25000.00	0.06
17	Saurabh Thakur	41166.00	0.13	61166.00	0.15
18	Rajesh Tripathi	120000.00	0.37	525000.00	1.27
19	Vandana Sandeep Mehta	60000.00	0.18	165000.00	0.40
20	Brijendra Kumar	15450.00	0.05	120450.00	0.29
21	Vasudha Bidasaria	0.00	0.00	105000.00	0.25
22	Siddharth Raichand Kunkulol	12000.00	0.04	117000.00	0.28
23	Rahul Raichand Kunkulol	20630.00		125630.00	0.30
24	Alka Jaysing Tambe	0.00	0.00	105000.00	0.25
25	Sumit Lahoti	0.00	0.00	105000.00	0.25
26	Sumit Lahoti (Huf)	0.00	0.00	105000.00	0.25
27	Deepak Sheshrao Patil	0.00	0.00	51000.00	0.12
28	Debalina Chakraborty	0.00	0.00	51000.00	0.12
29	Jyotindra Chhotalal Jain	0.00	0.00	51000.00	0.12
30	Gunjan Singhal	0.00	0.00	51000.00	0.12
31	Bela Prakash Golwala	0.00	0.00	51000.00	0.12
32	Yasodhara Silla	0.00	0.00	51000.00	0.12
33	Milankumar Mahendrabhai Parmar	0.00	0.00	51000.00	0.12
34	Nidhi Hitendra Haria	0.00	0.00	51000.00	0.12
35	Ishu Datwani	0.00	0.00	51000.00	0.12
36	Sumitra Khinwsara	0.00	0.00	51000.00	0.12
37	Kruti Vinit Rawat	0.00	0.00	51000.00	0.12

SI No	Name	Pre-Preferential Issue of Warrants		Post-Preferential Issue of Warrants	
		No. of Equity Shares held	% held	No. of Equity Shares held	% held
38	Pravinkumar Gopaldas Rathi	12000.00	0.04	31500.00	0.08
39	Ranasingh Babusingh Patil	13800.00	0.04	33300.00	0.08
40	Disha Sandeep Raka	0.00	0.00	12500.00	0.03
41	Komal Shamsundar Rathi	380.00	0.00	12880.00	0.03
42	Viha Ashok Jain	0.00	0.00	10500.00	0.03
43	Jugal K Bhagat	0.00	0.00	400000.00	0.97
44	Gaurav Mittal	0.00	0.00	450000.00	1.09
45	Adit Mittal	0.00	0.00	150000.00	0.36
46	Hema Lakshman	0.00	0.00	400000.00	0.97
47	Anshul Aggarwal & Co. Huf	0.00	0.00	50000.00	0.12
48	Ssnk Consultancy Services Private Limited	0.00	0.00	50000.00	0.12
49	Divij Manglani	0.00	0.00	25000.00	0.06

Note:

The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be exercised into equity shares of the Company.

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

17. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects

Sr. No.	Name of the Allottee	Category of the allottee	Contribution being made by subscription of warrants assuming full conversion (in ₹)
1	Dinesh Muddu Kotain	Promoter	₹ 52,55,80,926.00
TOTAL			₹ 52,55,80,926.00

18. Undertakings: -

- The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. None of the members of the promoter/ promoter group of the Company has sold any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- None of the Directors or Promoters or the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds.

19. Report of a registered valuer

The price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Mr. A. N. Gawde, Registered Valuer IBBI Regn No. IBBI/RV/05/2019/10746 having its office at 7, Saraswati Heights, Behind Café Goodluck, Deccan Gymkhana, Pune 411004.

The copy of the same has been hosted on the website of the Company which can be accessed at www.djcorp.in

20. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter.

SR. NO.	NAME OF THE ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1	DINESH MUDDU KOTAIN	PROMOTER	PROMOTER
2	MANU MOHANLAL SHARMA	PUBLIC	PUBLIC
3	SAROJANI SHETTY	PUBLIC	PUBLIC
4	TIMSY SHARMA	PUBLIC	PUBLIC
5	PRACHI JAGANNATH BHOIR	PUBLIC	PUBLIC
6	VARINDA BHATIA	PUBLIC	PUBLIC
7	PRAKASH VIJAY ZAVERI	PUBLIC	PUBLIC
8	VINCENT ALEX D'MELLO	PUBLIC	PUBLIC
9	AMISHA SAMIR RUPARELIA	PUBLIC	PUBLIC
	SAMIR PRATAP RUPARELIA	PUBLIC	PUBLIC
10	NIRANJANKUMAR SHRIKANTKUMAR	PUBLIC	PUBLIC
11	HARSHIT DINESH DHANAK	PUBLIC	PUBLIC
12	GEETU ROSHAN CHAWLA	PUBLIC	PUBLIC
13	RITESH SAHU HUF	PUBLIC	PUBLIC
14	MAITHILI JHA	PUBLIC	PUBLIC
15	ABHISHEK KUMAR JHA	PUBLIC	PUBLIC
16	MOHIT RAJESH KHANNA	PUBLIC	PUBLIC
17	SAURABH THAKUR	PUBLIC	PUBLIC
18	RAJESH TRIPATHI	PUBLIC	PUBLIC
19	VANDANA SANDEEP MEHTA	PUBLIC	PUBLIC
20	BRIJENDRA KUMAR	PUBLIC	PUBLIC
21	VASUDHA BIDASARIA	PUBLIC	PUBLIC
22	SIDDHARTH RAICHAND KUNKULOL	PUBLIC	PUBLIC
23	RAHUL RAICHAND KUNKULOL	PUBLIC	PUBLIC
24	ALKA JAYSING TAMBE	PUBLIC	PUBLIC
25	SUMIT LAHOTI	PUBLIC	PUBLIC
26	SUMIT LAHOTI (HUF)	PUBLIC	PUBLIC
27	DEEPAK SHESHRAO PATIL	PUBLIC	PUBLIC
28	DEBALINA CHAKRABORTY	PUBLIC	PUBLIC
29	JYOTINDRA CHHOTALAL JAIN	PUBLIC	PUBLIC
30	GUNJAN SINGHAL	PUBLIC	PUBLIC
31	BELA PRAKASH GOLWALA	PUBLIC	PUBLIC
32	YASODHARA SILLA	PUBLIC	PUBLIC
33	MILANKUMAR MAHENDRABHAI PARMAR	PUBLIC	PUBLIC
34	NIDHI HITENDRA HARIA	PUBLIC	PUBLIC
35	ISHU DATWANI	PUBLIC	PUBLIC
36	SUMITRA KHINWSARA	PUBLIC	PUBLIC
37	KRUTI VINIT RAWAT	PUBLIC	PUBLIC
38	PRAVINKUMAR GOPALDAS RATHI	PUBLIC	PUBLIC
39	RANASINGH BABUSINGH PATIL	PUBLIC	PUBLIC
40	DISHA SANDEEP RAKA	PUBLIC	PUBLIC
41	KOMAL SHAMSUNDAR RATHI	PUBLIC	PUBLIC
42	VIHA ASHOK JAIN	PUBLIC	PUBLIC
43	JUGAL K BHAGAT	PUBLIC	PUBLIC
44	GAURAV MITTAL	PUBLIC	PUBLIC
45	ADIT MITTAL	PUBLIC	PUBLIC
46	HEMA LAKSHMAN	PUBLIC	PUBLIC
47	ANSHUL AGGARWAL & CO. HUF	PUBLIC	PUBLIC
48	SSNK CONSULTANCY SERVICES PRIVATE LIMITED	PUBLIC	PUBLIC
49	DIVIJ MANGLANI	PUBLIC	PUBLIC

21. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

22. Lock-in period

The Warrants allotted pursuant to this Resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23. Certificate of Practicing Company Secretary

The Certificate from Abbas Vithorawala, Company Secretary in Practice (Membership No. 23671) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company's website and can be accessed at to facilitate online inspection by the Members.

24. Disclosure of shareholding interest of every Promoter, Director, Manager and of every other Key Managerial Personnel in proposed allottee Companies if exceeds two per cent of the paid-up Capital:

None of the Promoter, Director and every Key Managerial Personnel has any shareholding interest in proposed allottee companies.

25. Other disclosures

- a. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- b. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- d. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

All material terms of the Preferential Allotment have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the issue of Warrants by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

None of the Directors/KMP & their Relatives (if any) are concerned or interested financially or otherwise whether directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By Order of the Board of Directors
For DJ Mediaprint & Logistics Limited**

**Place: Mumbai
Date: 04.10.2024**

**Sd/-
Khushboo Mahesh Lalji
COMPANY SECRETARY & COMPLIANCE OFFICER
M.No.: A53405**