

# DJ MEDIAPRINT & LOGISTICS LIMITED

CIN: L60232MH2009PLC190657



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

Telephone-022-27889341-49 Website - [www.djcorp.in](http://www.djcorp.in) Email- [cs@djcorp.in](mailto:cs@djcorp.in)

## **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]

Notice is hereby given to the members of DJ Mediaprint & Logistics Limited (the “Company”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“remote e-voting”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 (the “MCA Circulars”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. August 30, 2024. The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material fact concerning item and the reason thereof is appended herewith for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through Central Depository Services Limited (“CDSL”), to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. August 30, 2024 will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e-voting period commences on Saturday, 07<sup>th</sup> September, 2024, at 9:00 a.m. and ends on Sunday, 06<sup>th</sup> October, 2024, at 5:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website at [www.djcorp.in](http://www.djcorp.in), website of stock exchanges (BSE Limited) at [www.bseindia.com](http://www.bseindia.com) and (NSE Limited) at [www.nseindia.com](http://www.nseindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on September 06, 2024, has appointed CS Abbas Jawadwala, Practicing Company Secretary having (ACS 40723 COP No.24937), as scrutinizer (the “Scrutinizer”) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s Report will be made available on the website of the Company at [www.djcorp.in](http://www.djcorp.in) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. 06<sup>th</sup> October, 2024. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

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

### **Special Business:**

### **ITEM NO. 1 - Preferential Allotment of up to 88,71,500 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 88,71,500 (Eighty Eight Lakhs Seventy One Thousand Five Hundred 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 112/- (Rupees One Hundred and Twelve 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. 99,36,08,000/- (Rupees Ninety Nine Crores Thirty Six Lakhs and Eight Thousand 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.	Names of the identified Allottees	Number of Warrants Proposed to be Issued
1	Dinesh Muddu Kotain	47,46,500.00
2	Manu Mohanlal Sharma	25,000.00
3	Sarojani Shetty	50,000.00
4	Timsy Sharma	25,000.00
5	Prachi Jagannath Bhoir	25,000.00
6	Varinda Bhatia	20,000.00
7	Prakash Vijay Zaveri	25,000.00
8	Vincent Alex D’mello	50,000.00
9	Amisha Samir Ruparelia	50,000.00
	Samir Pratap Ruparelia	
10	Niranjankumar Shrikantkumar	20,000.00
11	Harshit Dinesh Dhanak	1,00,000.00
12	Geetu Roshan Chawla	25,000.00
13	Ritesh Sahu HUF	2,00,000.00
14	Maithili Jha	20,000.00
15	Abhishek Kumar Jha	20,000.00
16	Mohit Rajesh Kahana	25,000.00
17	Saurabh Thakur	20,000.00
18	Rajesh Tripathi	4,05,000.00
19	Vandana Sandeep Mehta	1,05,000.00
20	Brijendra Kumar	1,05,000.00
21	Vasudha Bidasaria	1,05,000.00
22	Siddharth Raichand Kunkulol	1,05,000.00
23	Rahul Raichand Kunkulol	1,05,000.00
24	Alka Jaysing Tambe	1,05,000.00

25	Sumit Lahoti	1,05,000.00
26	Sumit Lahoti (Huf)	1,05,000.00
27	Deepak Sheshrao Patil	51,000.00
28	Debalina Chakraborty	51,000.00
29	Jyotindra Chhotalal Jain	51,000.00
30	Gunjan Singhal	51,000.00
31	Bela Prakash Golwala	51,000.00
32	Yasodhara Silla	51,000.00
33	Milankumar Mahendrabhai Parmar	51,000.00
34	Nidhi Hitendra Haria	51,000.00
35	Ishu Datwani	51,000.00
36	Sumitra Khinwsara	51,000.00
37	Kruti Vinit Rawat	51,000.00
38	Pravinkumar Gopaldas Rathi	19,500.00
39	Ranasingh Babusingh Patil	19,500.00
40	Yogita Harsh Arora	19,500.00
41	Disha Sandeep Raka	12,500.00
42	Komal Shamsundar Rathi	12,500.00
43	Viha Ashok Jain	10,500.00
44	Jugal K Bhagat	4,00,000.00
45	Gaurav Mittal	4,50,000.00
46	Adit Mittal	1,50,000.00
47	Hema Lakshman	4,00,000.00
48	Anshul Aggarwal & Co. HUF	50,000.00
49	SSNK Consultancy Services Private Limited	50,000.00
50	Divij Manglani	25,000.00

**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 05<sup>th</sup> 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. 06<sup>th</sup> 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. 112 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 05, 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**

Sd/-

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

**Place: Mumbai  
Date: 06.09.2024**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on August 30, 2024 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.djcorp.in](http://www.djcorp.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. ( Bombay Stock Exchange Ltd.) at [www.bseindia.com](http://www.bseindia.com) , National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the engaged the services of Central Depository Services Limited (CDSL), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.

5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., Friday, August 30, 2024 Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
6. The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, 07<sup>th</sup> September, 2024, and ends at 5.00 p.m. (IST) on Sunday, 06<sup>th</sup> October, 2024 at 05:00 p.m. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 30, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Sunday, 06<sup>th</sup> October, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
7. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, 06<sup>th</sup> October, 2024.
9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced not later than two working days from the conclusion of the e-voting and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. [www.djcorp.in](http://www.djcorp.in) and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., BSE and NSE.

#### **PROCEDURE FOR REMOTE E-VOTING**

Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolution proposed in this notice:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@djcorp.in](mailto:cs@djcorp.in) / [support@purvashare.com](mailto:support@purvashare.com).
- i. For Demat shareholders - Please contact your DP and register your e-mail address/mobile number in your demat account, as per the process advised by your DP.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, 07<sup>th</sup> September, 2024, and ends at 5.00 p.m. (IST) on Sunday, 06<sup>th</sup> October, 2024 at 05:00 p.m. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 30, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Sunday, 06<sup>th</sup> October, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

#### **PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-Voting facility to its Members, in respect of all Members' 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.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 the above SEBI circular, Login method for e-voting 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"> <li>1) Users who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi. Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 .</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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.</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 abovementioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 022 - 4886 7000 and 022 - 2499 7000.

**B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. 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"> <li>• 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.</li> </ul>
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"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <DJ Mediaprint & Logistics Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- o Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - o 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.
  - o The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - o 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.
  - o Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@djcorp.in](mailto:cs@djcorp.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xiii). If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel(East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 21 09911.



**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”).

SL No	Name	PAN	Category	Warrants Alloted
1	Dinesh Muddu Kotain	AAYPK9815B	Promoter	47,46,500.00
2	Manu Mohanlal Sharma	DYEPS9318Q	Public	25,000.00
3	Sarojani Shetty	KBGPS4167F	Public	50,000.00
4	Timsy Sharma	AUQPS1577G	Public	25,000.00
5	Prachi Jagannath Bhoir	AUYPB4315R	Public	25,000.00
6	Varinda Bhatia	AZTPB5806B	Public	20,000.00
7	Prakash Vijay Zaveri	AAIPZ1327P	Public	25,000.00
8	Vincent Alex D’mello	AEMPD0441C	Public	50,000.00
9	Amisha Samir Ruparelia	AAAPL7646M	Public	50,000.00
	Samir Pratap Ruparelia	AAAPR8548J	Public	
10	Niranjankumar Shrikantkumar	BCZPS4617K	Public	20,000.00
11	Harshit Dinesh Dhanak	AOFPD5590K	Public	1,00,000.00
12	Geetu Roshan Chawla	ADPPJ7712G	Public	25,000.00
13	Ritesh Sahu HUF	AAZHR5944M	Public	2,00,000.00
14	Maithili Jha	AVVPJ3260H	Public	20,000.00
15	Abhishek Kumar Jha	BCDPJ8223N	Public	20,000.00
16	Mohit Rajesh Kahana	FEPPK9229K	Public	25,000.00
17	Saurabh Thakur	AHUPT6829R	Public	20,000.00
18	Rajesh Tripathi	ADWPT8703C	Public	4,05,000.00
19	Vandana Sandeep Mehta	AAAPB8694D	Public	1,05,000.00
20	Brijendra Kumar	ASVPK8094K	Public	1,05,000.00
21	Vasudha Bidasaria	ACRPD3242N	Public	1,05,000.00
22	Siddharth Raichand Kunkulol	ARQPK9744C	Public	1,05,000.00
23	Rahul Raichand Kunkulol	ALZPK0809M	Public	1,05,000.00
24	Alka Jaysing Tambe	AJCPT9864C	Public	1,05,000.00
25	Sumit Lahoti	AACPL7764N	Public	1,05,000.00
26	Sumit Lahoti (Huf)	AANHS9461C	Public	1,05,000.00
27	Deepak Sheshrao Patil	AGUPP2500J	Public	51,000.00
28	Debalina Chakraborty	BDYPC0579C	Public	51,000.00
29	Jyotindra Chhotalal Jain	AABPJ1953A	Public	51,000.00
30	Gunjan Singhal	AZSPS8848P	Public	51,000.00
31	Bela Prakash Golwala	AAXPG6956A	Public	51,000.00
32	Yasodhara Silla	AQSPS8209F	Public	51,000.00
33	Milankumar Mahendrabhai Parmar	HESPP2511C	Public	51,000.00
34	Nidhi Hitendra Haria	ADBPH1703P	Public	51,000.00
35	Ishu Datwani	AABPD2417M	Public	51,000.00
36	Sumitra Khinwsara	ABSPK5507H	Public	51,000.00
37	Kruti Vinit Rawat	ACSPH1405N	Public	51,000.00

38	Pravinkumar Gopaldas Rathi	AJDPR6117R	Public	19,500.00
39	Ranasingh Babusingh Patil	ASDPP8053D	Public	19,500.00
40	Yogita Harsh Arora	ACTPI0547H	Public	19,500.00
41	Disha Sandeep Raka	GWUPR5408D	Public	12,500.00
42	Komal Shamsundar Rathi	AOPPR5822L	Public	12,500.00
43	Viha Ashok Jain	ATTPJ3248F	Public	10,500.00
44	Jugal K Bhagat	AIKPB8527H	Public	4,00,000.00
45	Gaurav Mittal	AGRPM7670H	Public	4,50,000.00
46	Adit Mittal	IBLPM8756F	Public	1,50,000.00
47	Hema Lakshman	ABKPL2427P	Public	4,00,000.00
48	Anshul Aggarwal & Co. HUF	AAQHA3574F	Public	50,000.00
49	SSNK Consultancy Services Private Limited	ABHCS8557R	Public	50,000.00
50	Divij Manglani	GSUPM7581K	Public	25,000.00

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. 99,36,08,000/- (Rupees Ninety-Nine Crores Thirty-Six Lakhs and Eight Thousand only) by way of issuance of upto 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. each at a price of Rs. 112 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 Thursday, September 05, 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. 06<sup>th</sup> 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.

#### 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 88,71,500 (Eighty Eight Lakhs Seventy One Thousand Five Hundred only) Warrants, 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), 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

- (i) The Company is issuing 88,71,500 (Eighty-Eight Lakhs Seventy-One Thousand Five Hundred only) Equity Share Warrants by way of the preferential issue for cash consideration.
- (ii) The Company shall utilize the proceeds from the preferential issue of Equity Share Warrants to: -
  - (a) Meet Working Capital requirements
  - (b) General Corporate purpose

#### 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. 111.67 (Rupees One Hundred Eleven and Sixty Seven Paise) as per the above-mentioned valuation report. The price at which the Equity Share Warrants are being issued is Rs. 112 (Rupees One Hundred and Twelve) 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](http://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. 99,36,08,000/- (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 at a price of Rs. 112/- each payable in cash.

Minimum amount of 24,84,02,000 (Rupees Twenty Four Crore Eighty Four Lakh and Two Thousand 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. 74,52,06,000 (Rupees Seventy Four Crores Fifty Two Lakhs and Six Thousand 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
<b>A</b>	<b>Promoters and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
	Individual	18309120	56.36	2,30,55,620.00	55.75
	Bodies corporate	0	0.00	0	0.00
	Sub-total	18309120	56.36	2,30,55,620.00	55.75
<b>2</b>	<b>Foreign promoters</b>	0	0.00	<b>0</b>	<b>0.00</b>
	<b>Sub-total (A)</b>	<b>18309120</b>	<b>56.36</b>	<b>2,30,55,620.00</b>	<b>55.75</b>
<b>B</b>	<b>Non-promoters' holding</b>				
<b>1</b>	Institutional investors	0	0.00	0	0.00
<b>2</b>	Non-institution				
	Resident Individuals	12390495	38.14	1,61,10,495.00	38.96
	Non-Resident Indians	575914	1.77	575914	1.39

	Bodies corporate	657327	2.02	707327	1.71
	HUF	422806	1.30	777806	1.88
	Others	127858	0.41	127858	0.31
	Sub-total	14174400	43.64	1,82,99,400.00	44.25
	<b>Sub-total (B)</b>	<b>14174400</b>	<b>43.64</b>	<b>1,82,99,400.00</b>	<b>44.25</b>
	<b>GRAND TOTAL (A+B)</b>	<b>32483520</b>	<b>100.00</b>	<b>4,13,55,020.00</b>	<b>100.00</b>

\* 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

NA

## 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	PAN	Pre-Preferential Issue of Warrants		Post-Preferential Issue of Warrants	
			No. of Equity	%	No. of Equity	%
			Shares held	held	Shares held	held
1	Dinesh Muddu Kotain	AAYPK9815B	1,81,29,120.00	5.58	2,28,75,620.00	6.86
2	Manu Mohanlal Sharma	DYEPS9318Q	6,600.00	0.00	31,600.00	0.01
3	Sarojani Shetty	KBGPS4167F	77,253.00	0.02	1,27,253.00	0.04
4	Timsy Sharma	AUQPS1577G	-	0.00	25,000.00	0.01
5	Prachi Jagannath Bhoir	AUYPB4315R	-	0.00	25,000.00	0.01
6	Varinda Bhatia	AZTPB5806B	-	0.00	20,000.00	0.01
7	Prakash Vijay Zaveri	AAIPZ1327P	-	0.00	25,000.00	0.01
8	Vincent Alex D'mello	AEMPD0441C	9,000.00	0.00	59,000.00	0.02
9	Amisha Samir Ruparelia	AAAPL7646M	-	0.00	50,000.00	0.01
	Samir Pratap Ruparelia	AAAPR8548J	-	0.00	-	0.00

10	Niranjankumar Shrikantkumar	BCZPS4617K	7,662.00	0.00	27,662.00	0.01
11	Harshit Dinesh Dhanak	AOFPD5590K	-	0.00	1,00,000.00	0.03
12	Geetu Roshan Chawla	ADPPJ7712G	-	0.00	25,000.00	0.01
13	Ritesh Sahu HUF	AAZHR5944M	-	0.00	2,00,000.00	0.06
14	Maithili Jha	AVVPJ3260H	-	0.00	20,000.00	0.01
15	Abhishek Kumar Jha	BCDPJ8223N	2,22,000.00	0.07	2,42,000.00	0.07
16	Mohit Rajesh Kahana	FEPPK9229K	-	0.00	25,000.00	0.01
17	Saurabh Thakur	AHUPT6829R	41,166.00	0.01	61,166.00	0.02
18	Rajesh Tripathi	ADWPT8703C	1,19,688.00	0.04	5,24,688.00	0.16
19	Vandana Sandeep Mehta	AAAPB8694D	60,000.00	0.02	1,65,000.00	0.05
20	Brijendra Kumar	ASVPK8094K	15,450.00	0.00	1,20,450.00	0.04
21	Vasudha Bidasaria	ACRPD3242N	-	0.00	1,05,000.00	0.03
22	Siddharth Raichand Kunkulol	ARQPK9744C	11,595.00	0.00	1,16,595.00	0.03
23	Rahul Raichand Kunkulol	ALZPK0809M	20,630.00	0.01	1,25,630.00	0.04
24	Alka Jaysing Tambe	AJCPT9864C	-	0.00	1,05,000.00	0.03
25	Sumit Lahoti	AACPL7764N	-	0.00	1,05,000.00	0.03
26	Sumit Lahoti (HUF)	AANHS9461C	-	0.00	1,05,000.00	0.03
27	Deepak Sheshrao Patil	AGUPP2500J	-	0.00	51,000.00	0.02
28	Debalina Chakraborty	BDYPC0579C	-	0.00	51,000.00	0.02
29	Jyotindra Chhotalal Jain	AABPJ1953A	-	0.00	51,000.00	0.02
30	Gunjan Singhal	AZSPS8848P	-	0.00	51,000.00	0.02
31	Bela Prakash Golwala	AAXPG6956A	-	0.00	51,000.00	0.02
32	Yasodhara Silla	AQSPS8209F	-	0.00	51,000.00	0.02
33	Milankumar Mahendrabhai Parmar	HESPP2511C	-	0.00	51,000.00	0.02
34	Nidhi Hitendra Haria	ADBPH1703P	-	0.00	51,000.00	0.02
35	Ishu Datwani	AABPD2417M	-	0.00	51,000.00	0.02
36	Sumitra Khinwsara	ABSPK5507H	-	0.00	51,000.00	0.02
37	Kruti Vinit Rawat	ACSPH1405N	-	0.00	51,000.00	0.02
38	Pravinkumar Gopaldas Rathi	AJDPR6117R	12,000.00	0.00	31,500.00	0.01
39	Ranasingh Babusingh Patil	ASDPP8053D	13,800.00	0.00	33,300.00	0.01
40	Yogita Harsh Arora	ACTPI0547H	12,000.00	0.00	31,500.00	0.01
41	Disha Sandeep Raka	GWUPR5408D	-	0.00	12,500.00	0.00
42	Komal Shamsundar Rathi	AOPPR5822L	380.00	0.00	12,880.00	0.00
43	Viha Ashok Jain	ATTPJ3248F	-	0.00	10,500.00	0.00
44	Jugal K Bhagat	AIKPB8527H	-	0.00	4,00,000.00	0.12
45	Gaurav Mittal	AGRPM7670H	-	0.00	4,50,000.00	0.13
46	Adit Mittal	IBLPM8756F	-	0.00	1,50,000.00	0.04
47	Hema Lakshman	ABKPL2427P	-	0.00	4,00,000.00	0.12
48	Anshul Aggarwal & Co. HUF	AAQHA3574F	-	0.00	50,000.00	0.01
49	SSNK Consultancy Services Private Limited	ABHCS8557R	-	0.00	50,000.00	0.01
50	Divij Manglani	GSUPM7581K	-	0.00	25,000.00	0.01

**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	53,16,08,000
<b>TOTAL</b>			53,16,08,000

**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, Independent Regn No. IBBI/RV/05/2019/10746 dated September 05, 2024 having its office at 7, Saraswati Heights, Behind Café Goodluck, Deccan Gymkhana, Pune 411004.

**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 KAHANA	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	YOGITA HARSH ARORA	PUBLIC	PUBLIC
41	DISHA SANDEEP RAKA	PUBLIC	PUBLIC
42	KOMAL SHAMSUNDAR RATHI	PUBLIC	PUBLIC
43	VIHA ASHOK JAIN	PUBLIC	PUBLIC
44	JUGAL K BHAGAT	PUBLIC	PUBLIC
45	GAURAV MITTAL	PUBLIC	PUBLIC
46	ADIT MITTAL	PUBLIC	PUBLIC
47	HEMA LAKSHMAN	PUBLIC	PUBLIC
48	ANSHUL AGGARWAL & CO. HUF	PUBLIC	PUBLIC
49	SSNK CONSULTANCY SERVICES PRIVATE LIMITED	PUBLIC	PUBLIC
50	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**

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

**Place: Mumbai  
Date: 06.09.2024**