

## NOTICE OF THE 16<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 16<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS OF DJ MEDIAPRINT & LOGISTICS LIMITED WILL BE HELD ON WEDNESDAY, July 23, 2025 AT 04:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OVAM”) TO TRANSACT THE FOLLOWING BUSINESS;

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors (“the Board”) and auditors thereon.

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

“RESOLVED THAT the audited standalone financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors (“the Board”) and auditors for the financial year ended March 31, 2025, placed before the 16<sup>th</sup> Annual General Meeting be and are hereby considered and adopted.”

2. To declare a final dividend at the rate of ₹ 0.10 (Ten Paisa only), being 1%, per equity share of ₹ 10/- each of the Company for the financial year ended March 31, 2025.

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

“RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend at the rate of ₹ 0.10 (Ten Paisa only) per equity share be and is hereby declared to be paid to the members of the Company.”

3. To appoint a Director in place of Mr. Dwarka Prasad Gattani (DIN: 06865570) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Dwarka Prasad Gattani (DIN: 06865570) as a Director who is liable to retire by rotation.”

### SPECIAL BUSINESS:

4. Appointment of Ms. Vedika Mahesh Patil (DIN: 11149988) as an Independent Director of the Company

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 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Vedika Mahesh Patil (DIN :11149988), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 18, 2025 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from June 18, 2025 to June 17, 2030 and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji, Company Secretary and Compliance Officer, be and are hereby jointly and/ or severally authorized to sign and submit the necessary

application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

**5. Reappointment of Mr. Navinchandra Rama Sanil (DIN: 08648083) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Navinchandra Rama Sanil (DIN: 08648083), be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from June 18, 2025 to June 17, 2030.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji, Company Secretary and Compliance Officer, be and are hereby jointly and/ or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

**6. Appointment of M/s Abbas Jawadwala & Associates., Practicing Company Secretaries as Secretarial Auditor of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s Abbas Jawadwala & Associates., Practicing Company Secretaries (Firm registration no: S2024MH982200), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025- 26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** Mr. Dinesh Kotian, Chairman & Managing Director or Mr. Deepak Bhojane, Whole - time Director or Ms. Khushboo Mahesh Lalji, Company Secretary and Compliance Officer, be and are hereby jointly and/ or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Devadas Alva

(DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on September 10, 2025 he attains the age of 83 years during the aforesaid tenure.”

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Navinchandra Rama Sanil (DIN : 08648083) be continued as an Independent Director of the Company for the term of 5 years effective from June 18, 2025, to June 17, 2030, notwithstanding that on May 09, 2026 he attains the age of 74 years during the aforesaid tenure.”

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

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

**Place:** Mumbai

**Date:** June 18, 2025

**Registered Office:**

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

**Notes:**

- Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC,

the facility for the appointment of proxies by the members will not be available

- Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the company by email to [cs@djcorp.in](mailto:cs@djcorp.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 15 for the process to be followed for updating bank account details.
- Members may note that the Board, at its meeting held on June 18, 2025, has recommended a final dividend of ₹0.10 per equity share for the financial year ended March 31, 2025. The record date for the purpose of final dividend is Wednesday, July 16, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days from the date of 16<sup>th</sup> AGM, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date .
- Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate

as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

\* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in section 206AA of the IT Act, 1961 i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-2026 does not exceed ₹10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax

Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable

The aforementioned documents are required to be sent to the RTA - M/s. Purva Shareregistry India Private Limited at [support@purvashare.com](mailto:support@purvashare.com) on or before July 05, 2025. No communication would be accepted from members after July 05, 2025.

Shareholders can check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or “View Your Tax Credit” on <https://www.tdscpc.gov.in>.

8. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s. Purva Shareregistry India Private Limited at Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011 or email at [support@purvashare.com](mailto:support@purvashare.com).
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company’s registered office or at [cs@djcorp.in](mailto:cs@djcorp.in). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
10. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided Central Depository Services (India) Limited (“CDSL”). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the ‘Instructions for e-voting’ section which forms part of this Notice. The Board has appointed CS Abbas Jawadwala , Practicing Company Secretary having (ACS 40723

COP No.24937) , as the scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent manner.

11. Members holding shares either in physical or dematerialized mode, as on **cut-off date, i.e. Wednesday, July 16, 2025**, may cast their votes electronically. **The e-voting period commences on Sunday, July 20, 2025 (9:00 a.m. IST) and ends on Tuesday, July 22, 2025 (5:00 p.m. IST)**. The e-voting module will be disabled by CDSL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Wednesday, July 16, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. Wednesday, July 16, 2025, may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
14. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 16<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the

web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.

15. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested

to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Purva Shareregistry India Private Limited at [support@purvashare.com](mailto:support@purvashare.com), to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Purva Shareregistry India Private Limited either by email to <a href="mailto:support@purvashare.com">support@purvashare.com</a> or by post to Purva Shareregistry India Private Limited, Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

16. Members may also note that the Notice of the 16<sup>th</sup> AGM and the Annual Report 2024-25 will also be available on the Company's website at [www.djcorp.in](http://www.djcorp.in), websites of the stock exchanges, i.e. BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).
17. An Explanatory Statement pursuant to Section 102 of the Act in respect of the business under item nos. 4 to 8 set out above and additional information,

pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

18. All documents referred to in the accompanying Notice and Statement setting out material facts are open for inspection online on all working days during working hours up to the date of the 16<sup>th</sup> AGM. Shareholders seeking to inspect such documents can send an e-mail to [cs@djcorp.in](mailto:cs@djcorp.in).

19. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Purva Shareregistry India Private Limited at [support@purvashare.com](mailto:support@purvashare.com).
20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at [support@purvashare.com](mailto:support@purvashare.com) in case the shares are held in physical form, quoting their folio number.
21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, [www.djcorp.in](http://www.djcorp.in).
22. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

### Instructions for participation through VC

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

**Step1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

- (i) The remote e-voting period begins from **Sunday, July 20, 2025 (9:00 a.m. IST) and ends on Tuesday, July 22, 2025 (5:00 p.m. IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, July 16, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) 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 in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
- 4) For OTP based login you can click on <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <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.: 022-48867000 and 022-24997000

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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 Physical shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <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.</li> </ul>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <DJ Mediaprint & Logistics Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification
- (xvii) **Additional 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 will be mapped automatically & can be delink in case of any wrong mapping.
- o It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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.

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

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

- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@djcorp.in](mailto:cs@djcorp.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@djcorp.in](mailto:cs@djcorp.in). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- i. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@djcorp.in](mailto:cs@djcorp.in) / [support@purvashare.com](mailto:support@purvashare.com).
- ii. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.: 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no 1800225533.

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

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

**Place:** Mumbai

**Date:** June 18, 2025

**Registered Office:**

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

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

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 8 of the accompanying Notice.

### Item No-4- Appointment of Ms. Vedika Mahesh Patil as an Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board, on June 18, 2025, appointed Ms. Vedika Mahesh Patil (DIN : 11149988) as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (five) years with effect from June 18, 2025 to June 17, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Ms. Vedika Mahesh Patil:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority; (v)
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;

- (vi) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Ms. Vedika Mahesh Patil. In the opinion of the Board, she fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Ms. Vedika's skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Ms. Vedika Mahesh Patil as an Independent Director of the Company for a term of 5 (five) years effective June 18, 2025 to June 17, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Vedika Mahesh Patil as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Ms. Vedika, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

### Item No-5- Reappointment of Mr. Navinchandra Rama Sanil as an independent director

Mr. Navinchandra Rama Sanil (DIN: 08648083) was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") the members at the AGM held on September 05, 2020 had approved the same. He is due for retirement from the first term as an independent director. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Navinchandra Rama Sanil during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Navinchandra Rama Sanil possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Navinchandra Rama Sanil as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective June 18, 2025 to June 17, 2030 (both days inclusive).

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Mr. Navinchandra Rama Sanil fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing

the reappointment of Mr. Navinchandra Rama Sanil for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mr. Navinchandra Rama Sanil, including

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, Mr. Navinchandra Rama Sanil fulfills the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mr. Navinchandra Rama Sanil would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mr. Navinchandra Rama Sanil as an independent director of the Company, for a second term of 5 (five) years June 18, 2025 to June 17, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Mr. Navinchandra Rama Sanil to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

**Item No-6- Appointment of M/s Abbas Jawadwala & Associates., Practicing Company Secretaries as secretarial auditors of the Company**

M/s Abbas Jawadwala & Associates(FRN: S2024MH982200), a firm of practicing Company Secretaries with over 10 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s Abbas Jawadwala & Associates is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on June 18, 2025, approved the appointment of M/s Abbas Jawadwala & Associates as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

M/s Abbas Jawadwala & Associates has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s Abbas Jawadwala & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

Remuneration to be paid to the Secretarial Auditor shall be mutually agreed upon between the Secretarial Auditor and the Board of Directors of the Company, from time to time. The proposed remuneration would be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended

the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the Ordinary resolution as set out in Item no. 6 of this notice for the approval of members.

**ITEM NO. 7**

Mr. Devadas Alva, aged 82 years is a Non- Executive Director of the Company and is liable to retire by rotation.

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

Mr. Alva would be attaining the age of 83 years on September 10, 2025. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Alva as an Non-Executive Director beyond September 10, 2025, consent of the Members would be required by way of a Special Resolution.

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

A brief profile of Mr. Alva as required under Regulations 36 of the Listing Regulations is given in **Annexure A** to this Explanatory Statement.

Except Mr. Alva, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested

(financially or otherwise) in passing the proposed resolution set out in item no. 7.

The Board recommends the special resolution as set out in Item no. 7 of this notice for the approval of members.

**Item No. 8**

Mr. Navinchandra Rama Sanil, is aged 73 years. Mr. Sanil would be attaining the age of 74 years on May 09, 2026. In view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Sanil as an Independent Director of the Company for the term of 5 years effective from June 18, 2025 to June 17, 2030, notwithstanding that on May 09, 2026 he attains the age of 74 years during the aforesaid tenure, consent of the Members is required by way of a Special Resolution.

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

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

Except Mr. Sanil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in passing the proposed resolution set out in item no. 8.

The Board recommends the special resolution as set out in Item no. 8 of this notice for the approval of members.

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## ANNEXURE A

### Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Particulars	Mr. Devadas Alva	Mr. Navinchandra Rama Sanil
DIN	06902537	08648083
Designation	Non-Executive Director	Independent Director
Date of Birth	10-09-1942	09-05-1952
Age	82	73
Date of appointment on Current Position	June 25, 2014.	Appointed as an Independent Director. The appointment was approved by the members at the AGM held on September 05, 2020
Nationality	Indian	Indian
Qualifications	Diploma in Electronics	Commerce Graduate from Mumbai University
Expertise in specific functional areas	<p>With over 40 years of extensive experience in corporate compliance and administration as a Maharashtra State Government Official, Mr. Alva brings a wealth of expertise in Human Resources and Legal fields. His impressive background is marked by a deep understanding of regulatory frameworks, governance, and best practices in administration.</p> <p><b>Strengths:</b></p> <ul style="list-style-type: none"> <li>- Ability to think strategically and provide solutions that align with organizational goals.</li> <li>- Meticulous attention to detail, ensuring accuracy and precision in work.</li> <li>- Communication Skills: Excellent communication skills, with ability to articulate complex ideas and concepts.</li> <li>- Proven leadership skills, with experience in team management and development.</li> <li>- Strong analytical skills, with ability to analyze complex data and provide insights.</li> </ul>	<p>He has over 35 years of diverse experience in various fields, including Accounting, Public Relations, and Corporate Governance, Mr. Sanil brings a unique blend of skills and expertise to the table. His impressive tenure includes 18 distinguished years of service with the Indian Defence (Civilian), where he honed his abilities in discipline, strategic thinking, and teamwork.</p> <p><b>Strengths:</b></p> <ul style="list-style-type: none"> <li>- Ability to provide strategic insight and guidance, helping organizations navigate complex challenges.</li> <li>- Proven ability to work effectively in teams, building strong relationships with colleagues and stakeholders.</li> <li>- Adaptability in diverse roles and environments, including government and corporate sectors.</li> </ul>

<b>Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)</b>	Nil	Nil
<b>Chairman/Member of Committee of other Company</b>	Nil	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Nil	Nil
<b>No. of Shares held in the company</b>	3600	Nil
<b>Remuneration proposed to be paid</b>	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.
<b>Remuneration last drawn for financial year 2024-2025</b>	Nil	Nil
<b>Number of Board meetings attended during the financial year 2024-2025</b>	6	6
<b>Directorship of other Companies in India (as on March 31, 2025)</b>	Nil	Nil
<b>Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2025)</b>	Nomination Remuneration Committee- Member.	1. Audit Committee- Member. 2. Nomination Remuneration Committee- Chairman. 3. Stakeholders Relationship Committee- Chairman.
<b>Terms and Conditions of Appointment</b>	Non-Executive Director liable to retire by rotation	Appointed as Independent Director at the AGM held on September 05, 2020 by the Company for 5 years from, not liable to retire by rotation.  The Board recommended the reappointment of Mr. Navinchandra Rama Sanil as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective June 18, 2025 to June 17, 2030, subject to the approval of members at the ensuing AGM.

Particulars	Mr. Dwarka Gattani	Ms. Vedika Mahesh Patil
<b>DIN</b>	06865570	11149988
<b>Designation</b>	Non-Executive Director	Independent Director
<b>Date of Birth</b>	07-11-1982	28-04-2004
<b>Age</b>	42	21
<b>Date of appointment on Current Position</b>	Appointed as an Non-Executive Director. The appointment was approved by the members at the AGM held on September 05, 2020	Appointed as an Additional Independent Director on June 18, 2025
<b>Nationality</b>	Indian	Indian
<b>Qualifications</b>	Qualified Chartered Accountant from the Institute of Chartered Accountants	University of Oxford - Oxford, United Kingdom <ul style="list-style-type: none"> <li>- Master's in Economics (Ongoing)</li> <li>- Bachelor's in Economics(Completed)</li> <li>- Guinness World Record Holder - Youngest person to clear UG, PG &amp; PhD entrances at Oxford</li> </ul>
<b>Expertise in specific functional areas</b>	<p>As a Qualified Chartered Accountant from the Institute of Chartered Accountants, Mr. Dwarka brings a strong foundation in finance and accounting to his role. With over 20 years of experience in Investment Banking, Debt Syndication, and Management Consultancy Services, he has developed a unique blend of skills and expertise.</p> <p><b>Strengths:</b></p> <ul style="list-style-type: none"> <li>- Ability to think strategically, analyzing complex financial situations and developing effective solutions.</li> <li>- Expertise in structuring complex financial deals, including debt and equity transactions.</li> <li>- Strong understanding of financial concepts, including financial analysis, financial modeling, and financial planning.</li> <li>- Excellent communication skills, with ability to articulate complex financial ideas and concepts.</li> </ul>	<p>She is a globally recognized young economist, Guinness World Record holder. She is the youngest person to qualify for UG, PG, and PhD entrances at the University of Oxford, where she is currently pursuing her Master's in Economics. With experience at Amazon UK and the Bank of London, Vedika brings strategic economic insight, youth-driven innovation, and ethical governance to corporate leadership. An acclaimed public speaker and international debate champion, she actively engages in global forums to inspire socially responsible, future-ready leadership.</p> <p><b>Awards &amp; Achievements</b></p> <ul style="list-style-type: none"> <li>- Guinness World Record - Oxford Academic Entrance Record</li> <li>- Gold Medalist - International Chess Championship</li> <li>- Winner - International Debate &amp; Speech Competitions Public Speaking Champion</li> <li>- Global Youth Forums</li> </ul> <p><b>Skills &amp; Strengths</b></p> <ul style="list-style-type: none"> <li>- Economic Policy &amp; Financial Forecasting</li> <li>- Corporate Governance &amp; Risk Oversight</li> <li>- Strategic Decision-Making</li> <li>- Leadership &amp; Youth Engagement</li> </ul>

Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	Nil	Nil
Chairman/Member of Committee of other Company	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil	Nil
No. of Shares held in the company	Nil	Nil
Remuneration proposed to be paid	Other than sitting fees for Board Meetings attended by him, no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by her, no other remuneration is paid to her.
Remuneration last drawn for financial year 2024-2025	Nil	Nil
Number of Board meetings attended during the financial year 2024-2025	6	0
Directorship of other Companies in India (as on March 31, 2025)	1. Promoter – Director in Corporate Capital Designers Pvt Ltd 2. Director in Value Growth Fintech Solutions Private Limited 3. Director in Fincsquare Fintech Private Limited	Nil
Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2025)	Stakeholders Relationship Committee-Member	None
Terms and Conditions of Appointment	Non-Executive Director liable to retire by rotation	Appointed as Independent Director by the Company for 5 (five) years effective June 18, 2025 to June 17, 2030, subject to the approval of members at the ensuing AGM.

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

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

**Place:** Mumbai  
**Date:** June 18, 2025  
**Registered Office:**  
24, 1<sup>st</sup> Floor, Palkhiwala House, Tara Manzil  
01st Dhubhi Talao Lane, Mumbai – 400 002, Maharashtra.