

## Summary of Proceedings of the 15<sup>th</sup> Annual General Meeting of DJ Mediaprint & Logistics Limited

The 15<sup>th</sup> Annual General Meeting (AGM) of the Members of DJ Mediaprint & Logistics Limited (the Company) was held on Saturday, 13<sup>th</sup> July, 2024 at 4.00 p.m.(IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) (“hereinafter will be referred to as “electronic mode”).

Ms Khushboo Mahesh Lalji, Company Secretary, welcomed all the members present at AGM. The members were informed that the AGM was held through electronic mode, without the physical presence of the members at common venue, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”). It was further informed that as per the said circulars, the Notice of the AGM and Annual Report of the Company for financial year 2023-24 were sent to shareholders via email on June 19, 2024 to all those members whose email ids were registered with the Company or with the Depository Participants.

The Company secretary then, basis confirmations/registrations received from the members, announced that the requisite quorum for AGM has been met and requested Mr. Dinesh Kotian, Chairman & Managing Director, Member of Audit Committee and Stakeholders Relationship Committee to chair and commence the proceedings of the 15<sup>th</sup> Annual General Meeting of the Company. Mr. Dinesh Kotian, thereafter, chaired the 15<sup>th</sup> AGM of the Company.

The requisite quorum being present, the Chairman welcomed all the members present at the AGM and called the meeting to order. The Chairman then introduced the Directors, Chief Financial Officer who were present at the AGM. The members were informed that the Chairpersons and Members of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee were also in attendance at the AGM. Leave of Absence was granted to Mr. Dwarka Prasad Gattani, member of Stakeholder Relationship Committee who expressed his inability to attend the AGM due to their pre-commitments.

The Company Secretary then introduced, the Statutory Auditors of the Company Mr. Prakash Mandhaniya, partner of M/s ADV & Associates, Chartered Accountants. Ms. Ekta Agrawal of M/s Ekta Agrawal & Associates, Practicing Company Secretaries, Secretarial Auditor and CS. Abbas Jawadwala, Scrutinizer and Mr. Manish, from M/s Purva Shareregistry (India) Private Limited, the RTA of the Company who also attended the meeting through electronic mode.

Mr Dhanraj Kunder, Chief Financial Officer of the Company then addressed the members present at the meeting and briefed them on the business performance of the Company during the financial year 2023-24. Thereafter, the proceedings of the meeting were handed over to the Company Secretary to appraise members on the remaining part of the meeting.

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The Company Secretary further informed that the Company has taken requisite steps to enable members to participate and vote on the items specified in the Notice of the AGM that the Statutory Registers required to be kept for inspection during the AGM were available for the inspection of Members.

Since the notice of the 15<sup>th</sup> AGM was sent through electronic means via email, the notice was taken as read with the permission of the members present. Further, since there were no qualifications, observations or adverse remarks in the report of the Statutory Auditors and Secretarial Auditors for the financial year ended as on March 31, 2024, the same was also taken as read.

The Chairman then requested, the Members who had registered themselves as speakers were invited to express their views.

The Company Secretary then provided brief to the members of the Company on the following resolutions as set out in the Notice convening 15<sup>th</sup> AGM:

Sr. No	Particulars	Type of Resolution
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the report of the Auditors' thereon and the report of the Board of Directors'  "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2024, placed before the 15 <sup>th</sup> Annual General Meeting be and are hereby received, considered and adopted."	Ordinary Resolution
2.	To declare a final dividend at the rate of INR. 0.20 (Twenty Paise only), being 2%, per equity shares of Rs. 10/- each of the Company for the financial year ended 31 <sup>st</sup> March, 2024.  "RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend at the rate of INR. 0.20 (Twenty Paise) only per equity share be and is hereby declared to be paid to the members of the Company."	Ordinary Resolution
3	To appoint a Director in place of Mr. Devadas Alva (DIN: 06902537), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.  "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devadas Alva (DIN: 06902537), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."	Ordinary Resolution
4.	To re-appoint Statutory Auditors M/s ADV & Associates, Chartered Accountants (ICAI Firm Registration No. 128045W) of the company for a period of five years and to fix their remuneration	Ordinary Resolution

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	<p>“<b>RESOLVED THAT</b> pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s ADV &amp; Associates, Chartered Accountants (ICAI Firm Registration No. 128045W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 15<sup>th</sup> Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be determined by the Board of Directors.”</p>	
<b>Special Business</b>		
5.	<p>Appointment of Mr. Ganesh Nathuram Dhonde (DIN: 10664920) as an Independent Director of the Company</p> <p>“<b>RESOLVED THAT</b> pursuant to the recommendation of the Board of Directors Mr. Ganesh Nathuram Dhonde (DIN: 10664920) who was appointed as an Additional Director of the Company with effect from 18th June, 2024 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Mr. Ganesh Nathuram Dhonde (DIN: 10664920) as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> pursuant to the recommendation of the Nomination &amp; Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganesh Nathuram Dhonde (DIN: 10664920), who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 18<sup>th</sup> June, 2024 to 17<sup>th</sup> June, 2029</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Ganesh Nathuram Dhonde (DIN: 10664920) shall not be liable to retire by rotation during his tenure as an Independent Director of the Company</p>	Ordinary Resolution

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	<p><b>RESOLVED FURTHER THAT</b> Mr. Dinesh Kotian, Chairman &amp; 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.”</p>	
6.	<p>Appointment of Ms. Nirmala Patwa (DIN: 10664922) as an Independent Director of the Company</p> <p>“<b>RESOLVED THAT</b> pursuant to the recommendation of the Board of Directors Ms. Nirmala Patwa (DIN: 10664922) who was appointed as an Additional Director of the Company with effect from 18<sup>th</sup> June, 2024 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the name of Ms. Nirmala Patwa (DIN: 10664922) as a candidate for the office of Director, be and is hereby appointed as Independent Director of the Company</p> <p><b>RESOLVED FURTHER THAT</b> pursuant to the recommendation of the Nomination &amp; Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Nirmala Patwa (DIN: 10664922), who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years commencing from 18<sup>th</sup> June, 2024 to 17<sup>th</sup> June, 2029.</p> <p><b>RESOLVED FURTHER THAT</b> Ms. Nirmala Patwa (DIN: 10664922) shall not be liable to retire by rotation during his tenure as an Independent Director of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Dinesh Kotian, Chairman &amp; 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.”</p>	Ordinary Resolution

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7.	<p>Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association</p> <p><b>“RESOLVED THAT</b> in accordance with the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore ) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the existing shares in all respects.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to the above resolution, the Board of Directors and or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”</p>	Ordinary Resolution
8.	<p>Amendment to Memorandum of Association with regard to Increase in Authorized Share Capital.</p> <p><b>“RESOLVED THAT</b> pursuant to provisions of Sections 13, 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V:</p> <p><i>“The Authorized Share Capital of the Company Rs.50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten only) each with a power of Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the Articles of Association of the company or the legislature provisions for the time being in force in that behalf.”</i></p>	Special Resolution

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	<p><b>RESOLVED FURTHER THAT</b> the Board of Directors and or the Company Secretary of the Company be and are hereby authorized to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”</p>	
9.	<p>Issue of Bonus Shares</p> <p>“<b>RESOLVED THAT</b> in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any person and/or Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 21,65,56,800 (Rupees Twenty One Crores, Sixty Five Lakhs, Fifty Six Thousand, Eight Hundred only) from and out of the Reserves and securities premium account as may be considered appropriate by the Board for the purpose of issuance of bonus shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date to be fixed by the Board for the purpose (which expression shall also include a Committee thereof), in the proportion of 2:1 i.e. 2 new equity shares of Rs.10/- each for every 1 existing equity shares of Rs.10/- each fully paid up and held by the Members/ Beneficial Owners</p> <p><b>RESOLVED FURTHER THAT</b> the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) &amp; other Foreign Investors, be subject to the compliance requirements of RBI or any other regulatory authority, if any. <b>RESOLVED FURTHER THAT</b> the new equity bonus shares of Rs.10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum &amp; Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.</p>	Ordinary Resolution

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	<p><b>RESOLVED FURTHER THAT</b> the Board of the Directors and or the Company Secretary of the Company be and are hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to the aforesaid resolutions, the Board of the Directors and or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper and further to delegate all or any of the powers conferred by this resolution on it, to any other Director(s) and or the Company Secretary of the Company to give effect to the foregoing resolutions”.</p>	
10.	<p>To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:</p> <p><b>“RESOLVED THAT</b> 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 10<sup>th</sup> September 2024 he attains the age of 82 years during the aforesaid tenure.”</p>	Special Resolution
11	<p>To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:</p> <p><b>“RESOLVED THAT</b> 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 05<sup>th</sup> September, 2020 to 04<sup>th</sup> September, 2025, notwithstanding that on 09<sup>th</sup> May 2025 he attains the age of 73 years during the aforesaid tenure.”</p>	Special Resolution

The Company Secretary, thereafter, apprised the members on the e-voting process.

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The members were informed that the Company has provided the facility of remote e-voting including e-voting during AGM, to members for casting their votes, on the resolutions set-out in the Notice convening the 15<sup>th</sup> AGM. The members were further informed that the remote e-voting facility was made available from Wednesday, 10<sup>th</sup> July, 2024 (9:00 A.M. IST) to Friday, 12<sup>th</sup> July, 2024 (5:00 P.M. IST). It was further informed that e-voting facility to those members, who were present at the AGM through video conferencing facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, were eligible to vote through e-voting system during the AGM.

The members were further informed that CS Abbas Jawadwala, Practicing Company Secretary having (ACS 40723 COP No.24937), was appointed to act as a Scrutinizer to supervise the e-voting process. The combined results of the remote e-voting and e-voting during the AGM shall be declared within the prescribed timelines based on the Scrutinizer's Report and the same will be published on the Company's website, on the website of CDSL and on the website of Stock Exchanges BSE Limited & NSE Limited.

The Chairman thereafter thanked the members for their continued support, cooperation and for taking out time for attending and participating in the 15<sup>th</sup> AGM of the Company. The e-voting facility was kept open for the next 15 minutes to enable the members attending the AGM who had previously not voted, to cast their votes.

The 15<sup>th</sup> Annual General Meeting was concluded at 5.15 P.M. (including 15 minutes of e-voting time given during the AGM).

The Chairman thanked all the Members who have participated in the meeting and co-operated with the Company in ensuring the smooth conduct of this AGM.

Yours Sincerely,

**For DJ Mediaprint & Logistics Limited**

**Khushboo Mahesh Lalji**  
**Company Secretary & Compliance Officer**

