

DJ MEDIAPRINT & LOGISTICS LIMITED

(Formerly known as D J Logistic Solutions Private Limited)



DJMLCS/BSE125/2021-22

07th February, 2022

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Security Code -543193 & ISIN: INEOB1K01014

Dear Sir/Madam,

Sub: Notice of Postal Ballot.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of postal ballot notice together with the explanatory statement thereto.

The remote e-voting commences on Monday, 08th February, 2022 (9:00 A.M.) and ends on Wednesday, 09th March, 2022 (5:00 P.M.).

The result of the postal ballot will be declared within two working days of conclusion of remote e-voting process i.e. on or before Friday, 11th March, 2022 and will be communicated to the Stock Exchanges and will be uploaded on the website of the Company at www.djcorp.in.

The Postal ballot notice is being sent only by email to those members who have registered their email address with their depository participants or the RTA (Purva Sharegistry (India) Pvt Ltd) and whose names appear in the register of members / list of beneficial owners as maintained by the National Securities Depository Limited, Central Depository Services (India) Limited and the RTA (Purva Sharegistry (India) Pvt Ltd) as on the cut-off date i.e. Friday, 4th February, 2022.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours Sincerely,

For **DJ Mediaprint & Logistics Limited**


Khushboo Mahesh Lalji
Company Secretary & Compliance Officer
M.No.: A53405



Encl: a/a



DJ MEDIAPRINT & LOGISTICS LIMITED

CIN: L60232MH2009PLC190657

Regd Office: 24, 1st floor, Palkhiwala House, Tara Manzil

01st Dhobhi Talao Lane Mumbai 400002

Telephone-022-27889341-49 Website - www.djcorp.in Email- cs@djcorp.in

NOTICE OF POSTAL BALLOT/E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Company (Management and Administration Rules), 2014

Dear Shareholders,

NOTICE is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") including any amendment thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the General Circulars No. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020 and No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations"), Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, for seeking the approval of the Members of DJ MEDIAPRINT & LOGISTICS LIMITED ("The Company") by way of for the business set out hereunder through Postal Ballot through remote e-voting ("e-voting")

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.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evotingindia.com> from **Tuesday, 8th February, 2022, 9.00 A.M. (IST) onwards to Wednesday, 9th March, 2022, 5.00 P.M. (IST)**. Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on **Thursday, 03rd February 2022** has appointed Mr. Rahul Gupta, Practicing Company Secretary having Membership number 43021 and Certificate of Practice No. 20863, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on or before **Friday 11th March, 2022** at the Company's registered office. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.djcorp.in and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Wednesday, 9th March, 2022**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS:

ITEM NO. 1 - Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT, 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. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to 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 ranking pari-passu with the existing shares in all respects."

"RESOLVED FURTHER THAT, 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."

ITEM NO. 2 - Amendment to Memorandum of Association with regard to Increase in Authorized Share Capital.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, 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:

"The Authorized Share Capital of the Company Rs.15,00,00,000/- (Rupees Fifteen Crores Only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) 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."

"RESOLVED FURTHER THAT, 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."

ITEM NO. 3 - Issue of Bonus Shares

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

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such condition s 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. 5,41,39,200 (Rupees Five Crores , Forty One Lakhs, Thirty Nine Thousand, Two 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 1:1 i.e. 1 new equity shares of Rs.10/- each for every 1 existing equity shares of Rs.10/- each fully paid up and held by the Members/ Beneficial Owners."

"RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors, be subject to the compliance requirements of RBI or any other regulatory authority, if any."

"RESOLVED FURTHER THAT the new equity bonus shares of Rs.10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted".

"RESOLVED FURTHER THAT the Board of the Directors and or the Company Secretary of the Company be and are hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of the Directors and or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper and further to delegate all or any of the powers conferred by this resolution on it, to any other Director(s) and or the Company Secretary of the Company to give effect to the foregoing resolutions".

ITEM NO. 4- Migration of Company's listed equity shares from SME Platform of BSE Limited to Main Board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE");

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any amendment, statutory modifications, variation or re-enactment thereof for the time being in force) and subject to consent of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to Main Board of the BSE Limited and National Stock Exchange of India Limited ("NSE") and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, stock exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of the Directors and or the Company Secretary of the Company be & are hereby jointly and/or severally authorized to deal with Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, and to any other authorities to apply, modify, rectify and submit any applications and/or related documents on behalf of the Company to do all such acts and things as may be necessary for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and National Stock Exchange of India Limited ("NSE")."

ITEM NO. 5- To re-appoint Mr. Dinesh Muddu Kotian (DIN:01919855) as the Chairman & Managing 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 based on the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) and in accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Muddu Kotian (DIN:01919855) as Chairman & Managing Director of the Company for a period of period of 5 (Five) years with effect from May 28, 2022 to May 29, 2027; on the remuneration and other terms and conditions, details of which are given in Explanatory Statement at Item No. 4 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary of the Company, be and are hereby 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 aforesaid resolution.

RESOLVED FURTHER THAT the Board of the Directors and or the Company Secretary of the Company, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

ITEM NO. 6-To re-appoint Mr. Deepak Pandurang Bhojane (DIN: 02585388) as a Whole-Time 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 based on the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) and in accordance with the of Section 196 (3), 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Deepak Pandurang Bhojane (DIN: 02585388) as a Whole- Time Director of the Company for a period of 5 (Five) years with effect from May 28, 2022 to May 29, 2027; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 5 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary of the Company, be and are hereby 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 aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary of the Company, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

ITEM NO. 7-To re-appoint Mr. Deepak Dattaram Salvi (DIN: 02588250) as a Whole-Time 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 Section 196 (3), 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Deepak Dattaram Salvi (DIN: 02588250) as a Whole- Time Director of the Company for a period of 5 (Five) years with effect from May 28, 2022 to May 29, 2027; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 6 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary of the Company, be and are hereby 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 aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary of the Company, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

**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: 03.02.2022

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on Thursday, 03rd February 2022 has appointed Mr. Rahul Gupta (ICSI Membership No. ACS-43021), of M/s. B R Gupta & Company, Practicing Company Secretaries to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
4. The voting period begins on **Tuesday, 8th February, 2022, 9.00 A.M. (IST) onwards to Wednesday, 9th March, 2022, 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 **Friday, 4th February, 2022**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. 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 / support@purvashare.com.
 - ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@djcorp.in / support@purvashare.com.
6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. The results of the Postal Ballot will be declared on or before **Friday 11th March, 2022**. The results of the Postal Ballot will be hosted on the website of the Company viz. www.djcorp.in and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson or in his absence by the Whole Time Director or Company Secretary, or any other person so authorized by the Chairperson and it will display at Company’s Registered Office. The resolution will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Wednesday, 9th March, 2022.**
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 4th February, 2022.**
10. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
12. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 1:00 am to 4:00 pm from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **Wednesday, 9th March, 2022.**
13. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

14. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

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.

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select NewSystem Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |

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|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 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 |
| 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’s 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 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 CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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.
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 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"> • 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. |
| 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"> • 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). |

- (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 <Company Name> 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 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.

- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 / support@purvashare.com.
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@djcorp.in / support@purvashare.com. holding securities in demat mode, you are requested to refer to the login method explained at step | (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- iii. Alternatively shareholder/members may send a request to evotingindia.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

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

ITEM NO 1 & 2

Presently, the Authorized Share Capital of your Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs.10 (Rupees Ten Only) each. The Board of Directors of the Company at their Meeting held on Thursday, 03rd February, 2022 have recommended issue of Bonus Shares in the ratio of 1:1 to the existing members of the Company. The Board of Directors have also considered it necessary to increase the Authorized Share Capital of the Company which is presently at Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to 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 by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 for increase in Authorized Share Capital of the Company and passing a Special Resolution as set out in item no.2 for amendment in Clause V of the Memorandum of Association of the Company. The Board recommends the resolution as set out at Item No.1&2 of the Notice for approval by the Members. None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 3

The Board of Directors at their meeting held on Thursday, 03rd February, 2022 have recommended the issue of Bonus shares in the proportion of 1 (One) equity share of Rs. 10/- (Rupees Ten only) each fully paid-up for every 1 (One) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company by capitalization of a sum of Rs. 5,41,39,200 (Rupees Five Crores Forty One Lakhs Thirty Nine Thousand Two Hundred only) standing to the credit of Reserves and securities premium of the Company as may be considered appropriate by the Board for the purpose of issuance of Bonus equity shares of Rs.10/- (Rupees Ten only) each. The proposed Bonus Issue is not in lieu of Dividend. The proposed issue of Bonus shares will be made subject to approval of the shareholders and in accordance with the provisions of Companies Act, 2013 and subject to such approvals, if required, from the statutory authorities. The Board recommends the resolution as set out at Item No.3 of the Notice for approval by the Members by way of an ordinary resolution. None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 4

The equity shares of the Company have been listed and traded on the SME Platform of BSE Limited for more than two years and hence, the Company is eligible to migrate to the Main Board of BSE Limited and National Stock Exchange of India Limited as per guidelines specified by SEBI as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. The Board of Directors of the Company are of the view that the migration of the Company to Main Board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") will enhance the recognition of the Company, increase the participation from the retail investors and improve the liquidity for the shareholders. It will take the Company into a different league altogether. The members are therefore requested to accord their approval for the purpose of migration of the. In view of the above, the Company proposes for migration from SME platform of BSE Limited to Main Board of BSE Limited and NSE and therefore requests the members to pass the proposed resolution with or without modification as a special resolution. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

ITEM NO. 5

Mr. Dinesh Muddu Kotian was appointed as the Managing Director of the Company for a period of five (2) years w.e.f. November 9, 2017, post approval of the Members. Subsequently, he was re-designated as Chairman & Managing Director of the Company in the Board meeting dated May 29, 2019 w.e.f. May 29, 2019. The present term of Mr. Dinesh Muddu Kotian comes to an end on May 28, 2022. Pursuant to the provisions of Section 196 of the Act, Managing Director can be reappointed prior to expiry of his term, provided such reappointment shall not be made prior to one (1) year before the expiry of his term. The Board has, on the recommendation of the NRC and subject to the approval of the Members, approved the re-appointment of Mr. Dinesh Muddu Kotian as Chairman & Managing Director for a further period of five (5) years, post completion of his present term in May, 2022. Mr. Dinesh Muddu Kotian will be

re-designated as Chairman & Managing Director w.e.f. May 28, 2022. Mr. Dinesh Muddu Kotian is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Chairman & Managing Director of the Company. Mr. Dinesh Muddu Kotian satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The detailed profile of Mr. Dinesh Muddu Kotian is attached as Annexure to Notice.

A copy of the draft agreement to be entered by the Company with Mr. Dinesh Muddu Kotian shall be available for inspection by the members as stated in point 12 of the Notice given above.

The Statement containing the information to be given to the members in terms of Schedule V of the Act is as under:

General Information

| | |
|---|--|
| Nature of Industry | The Company is in Printing, Bulk Mailing, Digitization, Storage & Record Management, Logistics, Newspaper Advertisement, Manpower Supply. The Company provides all integrated solutions under one roof. |
| Date of Commencement of Commercial Production | NA, since the Company has already commenced its business activities. |
| Foreign Earnings, Investments or Collaborations | NIL |
| Financial performance based on given indicators | Financial performance of the Company for the last three (3) years are as under: |

(Rs. In Lakhs)

| Particulars | FY 2020-2021 | FY 2019-2020 | FY 2018-2019 |
|--|--------------|--------------|--------------|
| Operational and Other Income | 2466.12 | 2118.17 | 2046.08 |
| Profit/(Loss) before Tax | 171.59 | 151.05 | 135.86 |
| Less: Net Current Tax | 47.74 | 42.02 | 37.08 |
| Add: Deferred Tax Liability/ (Assets) (net) | 2.59 | 4.52 | 3.28 |
| Profit after Taxation | 126.44 | 113.55 | 101.35 |

Information about the appointee:

| | | |
|---|--|--|
| 1 | Background details | Mr. Dinesh Kotian is the Promoter, Chairman & Managing Director of our Company. He has been the Director of the company since its inception, with over 20 years of experience and was further designated as the Managing Director of the Company in the year 2017. He holds a Bachelor's degree. |
| 2 | Recognition or awards | NIL |
| 3 | Past Remuneration | Rs. 11,49,500 per annum |
| 4 | Job Profile and his Suitability | He has been the Promoter & Director of the company since its inception, with over 20 years of experience and was further designated as the Managing Director of the Company in the year 2017. He possess a rich experience in the field of printing technologies and related field, especially colour management, offset and continuous stationery, Mr. Kotian has created an amalgamation of infrastructure, processes and people that can efficiently deliver work that is both high on quality and quantity. This feat, combined with his expertise in management (operation) functions, including concept & product development, sales & marketing, makes him the ideal helmsman of DJ Mediaprint & Logistics Ltd. His focus has been on enabling the company to achieve high printing and mailing volumes and print-to-post solutions with set out time line speed and perfection. His passion is organization building through the development and implementation of corporate systems, and he believes in driving excellence at all levels of organization. |
| 5 | Remuneration proposed | Upto Rs.60 Lakhs per annum |
| 6 | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | Compared to the remuneration profile of position and persons with respect to this industry and size, Mr. Dinesh Muddu Kotian is entitled to the proposed remuneration. |
| 7 | Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any | Except being part of Promoter & Managing Director, holding 29,66,520 shares (54.79% of the total shareholding) , he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel |

The Board recommends the resolutions at item No. 5 for the approval of Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Dinesh Muddu Kotian are in any way, concerned or interested, financially or otherwise, in passing of this resolution as set out in Item No. 5

ITEM NO. 6

Mr. Deepak Pandurang Bhojane was appointed as the Whole-time Director of the Company for a period of five (2) years w.e.f. November 9, 2017, post approval of the Members. Subsequently, he was re-designated as Whole-time Director of the Company in the Board meeting dated May 29, 2019 w.e.f. May 29, 2019. The present term of Mr. Deepak Pandurang Bhojane comes to an end on May 28, 2022. Pursuant to the provisions of Section 196 of the Act, Whole-time Director can be reappointed prior to expiry of his term, provided such reappointment shall not be made prior to one (1) year before the expiry of his term. The Board has, on the recommendation of the NRC and subject to the approval of the Members, approved the re-appointment of Mr. Deepak Pandurang Bhojane as Whole-time Director for a further period of five (5) years, post completion of his present term in May, 2022. Mr. Deepak Pandurang Bhojane will be re-designated as Whole-time Director w.e.f. May 28, 2022. Mr. Deepak Pandurang Bhojane is not disqualified from being Whole-time Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Deepak Pandurang Bhojane satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The detailed profile of Mr. Deepak Pandurang Bhojane is attached as Annexure to Notice.

A copy of the draft agreement to be entered by the Company with Mr. Deepak Pandurang Bhojane shall be available for inspection by the members as stated in point 12 of the Notice given above.

The Statement containing the information to be given to the members in terms of Schedule V of the Act is as under:

General Information

| | |
|---|---|
| Nature of Industry | The Company is in Printing, Bulk Mailing, Digitization, Storage & Record Management, Logistics, Newspaper Advertisement, Manpower Supply. The Company provides all integrated solutions under one roof. |
| Date of Commencement of Commercial Production | NA, since the Company has already commenced its business activities. |
| Foreign Earnings, Investments or Collaborations | NIL |
| Financial performance based on given indicators | Financial performance of the Company for the last three (3) years are as under: |

(Rs. In Lakhs)

| Particulars | FY 2020-2021 | FY 2019-2020 | FY 2018-2019 |
|--|--------------|--------------|--------------|
| Operational and Other Income | 2466.12 | 2118.17 | 2046.08 |
| Profit/(Loss) before Tax | 171.59 | 151.05 | 135.86 |
| Less: Net Current Tax | 47.74 | 42.02 | 37.08 |
| Add: Deferred Tax Liability/(Assets) (net) | 2.59 | 4.52 | 3.28 |
| Profit after Taxation | 126.44 | 113.55 | 101.35 |

Information about the appointee:

| | | |
|---|--|---|
| 1 | Background details | Mr. Deepak Pandurang Bhojane has been the Director of the company for almost a decade. He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017 with over 15 years of experience . He holds a Bachelor's degree. |
| 2 | Recognition or awards | NIL |
| 3 | Past Remuneration | Rs. 10,37,903 per annum |
| 4 | Job Profile and his Suitability | He has been the Director of the company for almost a decade. He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017.He nurtures an entrepreneurial spirit his business acumens a whim venturing out to build new business and expansion of the existing one and a keen eye for new business ventures. Fueled by his appetite for dreams, business insights and unique ideas, he is instrumental in elevating the company to where it stands today through his diligence and exemplary leadership skills.He manages various activities / operations of the company, namely, marketing, business development, client servicing and sales. He is adept in areas of administration, including employee performance management, recruitment, employee development & retention, resource management, training and education. At DJ Mediaprint & Logistics Ltd., he has been instrumental in striking the right balance between sales and client servicing. He has taken the company from one benchmark to another and has been actively addressing and surpassing the various challenges that is part of everyday business |
| 5 | Remuneration proposed | Upto 60 lakhs per annum |
| 6 | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | Compared to the remuneration profile of position and persons with respect to this industry and size, Mr. Deepak Pandurang Bhojane is entitled to the proposed remuneration. |
| 7 | Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any | Except being part of Whole- time Director, holding 600 shares (0.01% of the total shareholding) , he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel |

The Board recommends the resolutions at item No. 6 for the approval of Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Deepak Pandurang Bhojane are in any way, concerned or interested, financially or otherwise, in passing of this resolution as set out in Item No. 6

ITEM NO. 7

Mr. Deepak Dattaram Salvi was appointed as the Whole-time Director of the Company for a period of five (2) years w.e.f. November 9, 2017, post approval of the Members. Subsequently, he was re-designated as Whole-time Director of the Company in the Board meeting dated May 29, 2019 w.e.f. May 29, 2019. The present term of Mr. Deepak Dattaram Salvi comes to an end on May 28, 2022. Pursuant to the provisions of Section 196 of the Act, Whole-time Director can be reappointed prior to expiry of his term, provided such reappointment shall not be made prior to one (1) year before the expiry of his term. The Board has, on the recommendation of the NRC and subject to the approval of the Members, approved the re-appointment of Mr. Deepak Dattaram Salvi as Whole-time Director for a further period of five (5) years, post completion of his present term in May, 2022. Mr. Deepak Dattaram Salvi will be re-designated as Whole-time Director w.e.f. May 28, 2022. Mr. Deepak Dattaram Salvi is not disqualified from being Whole-time Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Deepak Dattaram Salvi satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The detailed profile of Mr. Deepak Dattaram Salvi is attached as Annexure to Notice.

A copy of the draft agreement to be entered by the Company with Mr. Deepak Dattaram Salvi shall be available for inspection by the members as stated in point 12 of the Notice given above.

The Statement containing the information to be given to the members in terms of Schedule V of the Act is as under:

General Information

| | |
|---|--|
| Nature of Industry | The Company is in Printing, Bulk Mailing, Digitization, Storage & Record Management, Logistics, Newspaper Advertisement, Manpower Supply. The Company provides all integrated solutions under one roof. |
| Date of Commencement of Commercial Production | NA, since the Company has already commenced its business activities. |
| Foreign Earnings, Investments or Collaborations | NIL |
| Financial performance based on given indicators | Financial performance of the Company for the last three (3) years are as under: |

(Rs. In Lakhs)

| Particulars | FY 2020-2021 | FY 2019-2020 | FY 2018-2019 |
|--|--------------|--------------|--------------|
| Operational and Other Income | 2466.12 | 2118.17 | 2046.08 |
| Profit/(Loss) before Tax | 171.59 | 151.05 | 135.86 |
| Less: Net Current Tax | 47.74 | 42.02 | 37.08 |
| Add: Deferred Tax Liability/(Assets) (net) | 2.59 | 4.52 | 3.28 |
| Profit after Taxation | 126.44 | 113.55 | 101.35 |

Information about the appointee:

| | | |
|---|--|--|
| 1 | Background details | Mr. Deepak Dattaram Salvi has been the Director of the company for almost a decade. He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017 with over 15 years of experience. He holds a Bachelor's degree. |
| 2 | Recognition or awards | NIL |
| 3 | Past Remuneration | Rs. 10,37,903 per annum |
| 4 | Job Profile and his Suitability | He has been the Director of the company for almost a decade. He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017. He is supervising the general operations of the organization. He carries significant experience in logistics, transport and courier operations, and is responsible for all the logistical and courier operations of the company on the pan-India and international level. Mr. Salvi ensures that all the shipments conform with the logistical norms of the industry, clients and the ones laid out by the government. The dispatch, relay and delivery of the shipments must happen within defined timelines and all these dynamics come under supervision and charge of Mr. Salvi. He is immensely familiarized with the dynamics of the ground operations and deftly carries out the implementation of the various plans that are drawn out from time to time. He also looks after estimation of practical costs for manufacturing and for managing overhead expenses. |
| 5 | Remuneration proposed | Upto 60 lakhs per annum |
| 6 | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | Compared to the remuneration profile of position and persons with respect to this industry and size, Mr. Deepak Dattaram Salvi is entitled to the proposed remuneration. |
| 7 | Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any | Except being part of Whole- time Director, holding 600 shares (0.01% of the total shareholding) , he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel |

The Board recommends the resolutions at item No. 7 for the approval of Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Deepak Dattaram Salvi are in any way, concerned or interested, financially or otherwise, in passing of this resolution as set out in Item No. 7

ANNEXURE TO THE NOTICE

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS;

| | | | |
|--|---|--|--|
| Name | Mr. Dinesh Muddu Kotian | Mr. Deepak Pandurang Bhojane | Mr. Deepak Dattaram Salvi |
| DIN | 01919855 | 02585388 | 02588250 |
| Designation | Managing Director | Whole- Time Director | Whole- Time Director |
| Date of Birth | 22/05/1974 | 03/04/1975 | 01/06/1970 |
| Age | 48 | 47 | 52 |
| Date of appointment on Current Position | May 29, 2019 | May 29, 2019 | May 29, 2019 |
| Nationality | Indian | Indian | Indian |
| Qualifications | Graduate | Graduate | Graduate. |
| Expertise in specific functional areas | He has been the director of the company since its inception, with over 20 years of experience and was further designated as the Managing Director of the Company in the year 2017. With a rich experience in the field of printing technologies and related field, especially colour management, offset and continuous stationery, Mr. Kotian has created an amalgamation of infrastructure, processes and people that can efficiently deliver work that is both high on quality and quantity | He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017. He has over 15 years of experience various activities / operations of the company, namely, marketing, business development, client servicing and sales. He is adept in areas of administration, including employee performance management, recruitment, employee development & retention, resource management, training and education. | He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017. He has over 15 years of experience the general operations of the organization. He carries significant experience in logistics, transport and courier operations, and is responsible for all the logistical and courier operations of the company on the pan-India and international level. |
| Directorships held in other public companies (excluding private, foreign companies and Section 8 companies) | Dynamic Superways and Exports Limited | NIL | NIL |
| Chairman/Member of Committee of other Company | Nil | Nil | Nil |
| Inter-se relationship with other Directors and Key Managerial Personnel | Nil | Nil | Nil |
| No. of Shares held in the company | 29,66,520 | 600 | 600 |
| Remuneration proposed to be paid | Upto 60 Lakhs per annum | Upto 60 Lakhs per annum | Upto 60 Lakhs per annum |
| Remuneration last drawn For financial year 2020-2021 | Rs. 11,49,500 | Rs. 10,37,903 | Rs. 10,37,903 |
| Number of Board meetings attended during the financial year 2019-2020 | 4 out of 4 | 4 out of 4 | 3 out of 4 |

| | | | |
|--|---|---|---|
| Directorship of other Companies in India (as on March 31, 2020) | Emerge Finvest Services Private Limited Pansecure Record Storage Management LLP Sterling Hotels | Pansecure Record Storage Management LLP | NIL |
| Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2020) | 1.Audit Committee- Member. 2.Stakeholders Relationship Committee- Member. | NIL | NIL |
| Terms and Conditions of Appointment | Chairman & Managing Director, not liable to retire by rotation | Whole-time Director, not liable to retire by rotation | Whole-time Director, not liable to retire by rotation |

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: 03.02.2022