

# DJ MEDIAPRINT & LOGISTICS LIMITED

(Formerly known as D J Logistic Solutions Private Limited)



DJMLCS/BSE 269/2024-25

18<sup>th</sup> June, 2024

To,  
The Manager-Listing  
The Corporate Relation Department,  
Bombay Stock Exchange of India Ltd  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001.  
BSE Scrip Code-543193

To,  
The Manager-Listing  
The Listing Department,  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Flr, Plot No C/1  
G Block, BKC, Mumbai-400051.  
NSE Symbol-DJML

ISIN: INEOB1K01014

Dear Sir/Madam,

**Sub:** Outcome of Board Meeting of the Board of Directors of DJ Mediaprint & Logistics Limited held today i.e. Tuesday, June 18, 2024.

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this is to inform you that the Board of Directors ("Board") of the Company at their meeting held today i.e. Tuesday, June 18, 2024 have, inter alia considered and approved the following items of business:

1. The Board considered and recommended a final dividend of Re. 0.20/- (2%) per equity share of Rs. 10/- each for the financial year ended 31<sup>st</sup> March, 2024, subject to approval of the shareholders at the ensuing 15<sup>th</sup> Annual General Meeting ("AGM") of the Company. The final dividend, if approved, by Shareholders at the ensuing AGM, will be paid to the eligible shareholders on or before 30<sup>th</sup> day from the date of Annual General Meeting. For the purpose of dividend, the paid-up share capital prior to the issue of Bonus Shares would be considered.
2. Approved the increase in the Authorized Share Capital of the Company from existing Rs. 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) and thereby consequent alteration to the Memorandum of Association of the Company, subject to approval of shareholders.
3. Approved Issue of Bonus Shares by way of capitalization of reserves, to the equity shareholders of the Company in the ratio of 2:1 i.e., 2 (Two) new fully paid-up Equity Shares of Rs. 10/- (Rupee Ten only) each for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- (Rupee Ten only) each held by the eligible shareholders as on the Record Date (to be determined by the Board) subject to the approval of the shareholders of the Company.

The aforesaid decision of the Board in respect of Bonus issue shall come into force only upon approval of shareholders for the alteration in Memorandum of Association in respect of the increase in authorized capital referred in point no. 2 above.



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Detailed information as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-I/P/CIR/2023/123 dated 13 July 2023 is enclosed as 'Annexure A'.

- Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby inform you based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company has on June 18, 2024 appointed Mr. Ganesh Nathuram Dhonde (DIN: 10664920) and Ms. Nirmala Patwa (DIN: 10664922) as Additional Independent Directors of the Company, for an initial term of 5 years subject to approval of the shareholders to be obtained in the ensuing Annual General Meeting of the Company.

The required details pursuant to SEBI Listing Regulations are annexed herewith as 'Annexure - B'.

We hereby confirm that Mr. Ganesh Nathuram Dhonde (DIN: 10664920) and Ms. Nirmala Patwa (DIN: 10664922) satisfies the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations and that they are not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

The composition of the Board of Directors of the Company is in compliance with the requirements prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

- Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the SEBI Listing Regulations, we wish to inform that Mr. Purushottam Mahadeo Dalvi (DIN: 08648037) Independent Director and Ms. Deeksha Devadiga (DIN:08652925) Independent Director have submitted their resignation citing personal reasons w.e.f. June 18, 2024. The resignation of Mr. Purushottam Mahadeo Dalvi and Ms. Deeksha Devadiga was accepted by the Board at its meeting held today.

The Board of Directors of the Company deeply appreciate their valuable contributions and support during their term as the Independent Directors of the Company.

The required details pursuant to the SEBI Listing Regulations are annexed herewith as 'Annexure-C' along with copy of resignation letter.

- Appointment of M/s JSK & Co., (Firm Regn no- 159727W) as the Internal Auditors of the Company for FY 2024-2025.

Disclosure as required under Regulation 30 of the SEBI Listing Regulations, is enclosed herewith 'Annexure D'

- Convening of Fifteenth Annual General Meeting (AGM) of the Company on Saturday 13<sup>th</sup> July, 2024 at 4:00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').



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8. Approved the draft Notice of the Fifteenth Annual General Meeting (AGM) of the Members of the Company.
9. The Board of Directors fixes Saturday, 06<sup>th</sup> July, 2024 to be the Record Date for determining entitlement of dividend.
10. Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Monday 8<sup>th</sup> July, 2024 to Saturday 13<sup>th</sup> July, 2024 (both days inclusive) for the purpose of the Annual General Meeting (AGM) and payment of dividend upon being declared thereat;
11. Approved the draft Directors' Report for the year for the year ended 31<sup>st</sup> March, 2024.
12. Recommended the re-appointment of Mr. Devadas Alva (DIN: 06902537) as a Non-Executive Director liable to retire by rotation.
13. Approved the appointment of Practicing Company Secretary CS Abbas Jawadwala , Practicing Company Secretary having (ACS 40723 COP No.24937) as a Scrutinizer for conducting e-voting at the 15<sup>th</sup> Annual General Meeting of the Company.
14. Approved re-constitution of the Audit Committee and Nomination and Remuneration Committee on which Ms. Deeksha Devadiga served as Chairperson/Member, as applicable with effect from June 18, 2024.

The revised constitution of the Committees is as under:

a) **Composition of Audit Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Ganesh Dhonde	Chairman	Independent Director
Navinchandra Rama Sanil	Member	Independent Director
Dinesh Muddu Kotian	Member	Managing Director

b) **Composition of Nomination and Remuneration Committee:**

Name of the Director	Status in Committee	Nature of Directorship
Navinchandra Rama Sanil	Chairman	Independent Director
Devadas Alva	Member	Non-Executive Director
Nirmala Patwa	Member	Independent Director

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15. Approved constitution of the Corporate Social Responsibility Committee with effect from June 18, 2024.

## Composition of Corporate Social Responsibility Committee:

Name of the Director	Status in Committee	Nature of Directorship
Dinesh Kotian	Chairman	Managing Director
Deepak Bhojane	Member	Whole-Time Director
Nirmala Patwa	Member	Independent Director

16. The Board upon the recommendations of the Audit Committee, approved the re-appointment of M/s ADV & Associates (ICAI Firm Registration No. 128045W), Chartered Accountants as the Statutory Auditors for a second term of five years subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting commencing from the conclusion of the 15<sup>th</sup> AGM till the conclusion of the 20<sup>th</sup> AGM of the Company.

Disclosure as required under Regulation 30 of the SEBI Listing Regulations, is enclosed herewith 'Annexure E'

The meeting of the Board of Directors of the Company was commenced at 4.30 pm and concluded at 5.40 pm

This intimation will be available on the website of the Company i.e. [www.djcorp.in](http://www.djcorp.in), BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

The above is for your information and dissemination to all concerned.

Thanking you,

Yours faithfully,

For DJ Mediaprint & Logistics Limited



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

M. No.: A53405

Encl: As Above



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## ANNEXURE-A

Type of securities proposed to be issued	Equity shares of face value of Rs. 10/- each	
Type of issuance	Bonus Issue	
Total amount for which the securities will be issued (approximately)	Rs. 21,65,56,800 (Rupees Twenty One Crores , Sixty Five Lakhs, Fifty Six Thousand, Eight Hundred only)	
Whether bonus is out of free reserves created out of profits or share premium account?	Share Premium Account and Free Reserves	
Bonus ratio	2:1 i.e. 2 (Two) new fully paid-up Equity Shares of Rs. 10/- each for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- each	
Details of share capital – pre and post bonus issue	Pre-Bonus Issue	Post-Bonus Issue
	1,08,27,840 equity shares of Rs. 10/- each fully paid up aggregating to a share capital of Rs. 10,82,78,400/-	3,24,83,520 equity shares of Rs. 10/- each fully paid up aggregating to a share capital of Rs. 32,48,35,200/-
Free reserves and/ or share premium required for implementing the bonus issue	Free reserves and/ or share premium required for implementing the bonus issue Rs. 32,48,35,200/-	
Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	Reserves available for capitalization as on March 31, 2024: Securities Premium - 9.08 Crores General Reserve - 1.32 Crores Free Reserves – 12.26 Crores	
Whether the aforesaid figures are audited?	Yes	
Estimated date by which such bonus shares would be credited / dispatched	Within 2 months from the date of Board approval i.e. by August 18, 2024	

## ANNEXURE B

Disclosure required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are as under:

Particulars	Mr. Ganesh Nathuram Dhonde (DIN: 10664920)
Reason for Change viz Appointment	Mr. Ganesh Nathuram Dhonde (DIN: 10664920) is appointed as an Independent Director with effect from June 18, 2024
Date of Appointment	June 18, 2024
Brief profile (in case of appointment).	<p><b>Director Profile:</b> Mr. Ganesh Nathuram Dhonde</p> <p><b>Qualifications:</b> B.Com (Bachelor of Commerce) LLB (Bachelor of Laws) MBA (Master of Business Administration)</p> <p><b>Work Experience:</b> Maharashtra Police (10 years): Served in various capacities within the Maharashtra Police. Advocacy (12 years): Extensive experience as a practicing lawyer, handling diverse litigation and non-litigation matters.</p> <p><b>Visiting Faculty (since 2011):</b> Welingkar Institute of Management: Industry expert contributing to academic programs. ICSI (Institute of Company Secretaries of India): Guest lecturer. ITM and various colleges (Kitri, Siddharth, Podar, Mahatma Phule): Providing insights and guidance in legal and management education.</p> <p><b>Present Activities:</b> JURISQUARE Advocates: Founder at a prominent law firm specializing in comprehensive litigation and non-litigation legal services.</p> <p><b>Professional Approach:</b> Demonstrates a commitment to excellence in legal advocacy and consultancy. Strategic thinker with a proven track record of successful case outcomes and client satisfaction. Strong leadership skills in managing diverse teams and fostering a collaborative work environment.</p>
Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Not Applicable



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## ANNEXURE B

Disclosure required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are as under:

Particulars	Ms. Nirmala Patwa (DIN: 10664922)
Reason for Change viz Appointment	Ms. Nirmala Patwa (DIN: 10664922) is appointed as an Independent Director with effect from June 18, 2024
Date of Appointment	June 18, 2024
Brief profile (in case of appointment).	<p>Brief Profile: Ms. Nirmala Patwa</p> <p><b>Qualifications:</b> MBA (Master of Business Administration), DAVV University, Indore, India (2008 - 2010) Bachelor of Science, Vikram University, Ujjain, India (2001 - 2004)</p> <p><b>Professional Expertise</b> Seasoned International Trade Operation Specialist with over 12 years of experience. Specialized knowledge in Import and Export, Trade Compliance, Logistics, and Commercial Operations. Hands-on experience in International Trade Documents, Letter of Credit, DP, DA, and other Trade Finance Products.</p> <p><b>Key Skills:</b> Effective communicator with strong Decision-making abilities. Proficient in Stakeholder Management, Negotiation, Team management, and Coordination. Analytical mindset with the ability to resolve issues in ambiguous situations. Ms. Nirmala Patwa combines a robust academic background with extensive practical experience in international trade operations and finance, demonstrating strong leadership and problem-solving capabilities in complex business environments.</p>
Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Not Applicable

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## ANNEXURE-C

Disclosure required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are as under:

Particulars	<b>Mr. Purushottam Mahadeo Dalvi (DIN: 08648037)</b>
Reason for Change viz resignation	Resignation as the Independent Director of the Company w.e.f June 18, 2024 citing personal reasons.
Date of Cessation	June 18, 2024
Brief profile (in case of appointment).	Not applicable
The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Not applicable

### Additional Information in case of resignation of an Independent Director (Schedule III - Para A(7B) of Part A of SEBI LODR)

Particulars	Details
Letter of Resignation along with detailed reason for resignation.	Enclosed herewith
Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL
The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Mr. Purushottam Mahadeo Dalvi has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.



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## ANNEXURE-C

Disclosure required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are as under

Particulars	Ms, Deeksha Devadiga (DIN:08652925)
Reason for Change viz resignation	Resignation as the Independent Director of the Company w.e.f June 18, 2024, citing personal reasons.
Date of Cessation	June 18, 2024
Brief profile (in case of appointment).	Not applicable
The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Not applicable

### Additional Information in case of resignation of an Independent Director (Schedule III - Para A (7B) of Part A of SEBI LODR)

Particulars	Details
Letter of Resignation along with detailed reason for resignation.	Enclosed herewith
Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL
The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Ms. Deeksha Devadiga has confirmed that there are no material reasons for her resignation other than those mentioned in his resignation letter.



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## Annexure D

<b>Reason for Change (Appointment)</b>	In order to comply with Section 138 of the Companies Act, 2013 M/s J K S & CO. (Firm Registration No.159727W and Firm PAN-AATFJ6179N) Internal Auditors, has been appointed as the Internal Auditors of the Company for the financial year 2024-25.
<b>Date &amp; term of Appointment</b>	June 18, 2024 (for the financial year 2024-2025)
<b>Brief profile</b>	<p>M/s JKS &amp; Co. Chartered Accountants is a partnership firm established Aug 2023 by CA Jaihind Maurya, CA Keshav Rathi, and CA Hardik Shethiya, along with a team of 4 experienced professionals along with 6 employees.</p> <p>Core Services: -</p> <ul style="list-style-type: none"><li>• Setting up of internal controls and process automation</li><li>• Handling litigation including Income Tax and GST</li><li>• Accounts Outsourcing</li><li>• Audit and Assurance Services</li><li>• GST litigation and internal audit.</li></ul>



## Annexure E

<b>Reason for Change (Appointment)</b>	Re-appointment of Statutory Auditors for a second term of five years
<b>Date &amp; Term of Appointment</b>	It is proposed to reappoint M/s ADV & Associates. (ICAI Firm Registration No. 128045W), Chartered Accountants as Statutory Auditors for a second term of five years commencing from the conclusion of the 15 <sup>th</sup> AGM till the conclusion of the 20 <sup>th</sup> AGM of the Company
<b>Brief profile</b>	<p>ADV &amp; Associates is a leading Chartered Accountancy &amp; Business Advisory Firm providing distinctive professional expertise for Businesses.</p> <p>ADV &amp; Associates is Congregation of Chartered Accountants, Company Secretaries, Cost Accountants &amp; other professionals having more than 20 years of experience across different Industries &amp; Sectors.</p> <p>ADV &amp; Associates has rich experience to serve multi-national companies (MNCs), large corporates, small and medium enterprises (SMEs), listed and non-listed entities</p> <p>Core Services: -</p> <ul style="list-style-type: none"> <li>• Audit &amp; Assurance</li> <li>• Direct &amp; Indirect Tax Consultancy</li> <li>• Corporate &amp; Regulatory Laws</li> <li>• Business Development</li> <li>• Portfolio Management</li> <li>• Financial Accounts Outsourcing</li> <li>• Financial Services</li> <li>• Risk Management</li> <li>• Management Advisory</li> </ul>



**Date: 17.06.2024**

To,

**DJ Mediaprint & Logistics Limited  
24, Palkhiwala House, 01<sup>st</sup> Dhobi Talao Lane,  
Tara Manzil, Marine Lines  
Mumbai-400001**

**SUBJECT: RESIGNATION AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

I, **Deeksha Devadiga**, Independent Director on the Board inform you that, due to my pre-occupation and other personal commitments, I tender my resignation as an Independent Director of the Company with effect from **18th June, 2024**.

I hereby confirm that there are no other material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the Board for the support extended to me during my tenure as an Independent Director of the Company.

Thanks and Regards



**Deeksha Devadiga**

**Ms. DEEKSHA DEVADIGA**

**Add: 113, Suman Heights, Lodha Heritage, Lodha Garden, Desalepada,  
Dombivali, East, Thane -400614**

**Date:17.06.2024**

To,

<b>BSE Limited,</b> Department of Corporate Services, 1 <sup>st</sup> Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 <b>Scrip Code: 543193</b>	<b>National Stock Exchange of India Limited,</b> Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 <b>Symbol: DJML</b>
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**SUB- Confirmation regarding Resignation of Ms. Deeksha Devadiga as Non -  
Executive Independent Director of DJ Mediaprint & Logistics Limited**

Dear Sir/Madam,

With respect to captioned subject I, **Deeksha Devadiga (DIN: 08652925)** hereby confirm that there are no other material reasons for my resignation as an Independent Director other than those stated in resignation letter submitted by Company with you.

**Thanking You,**

**Yours' Faithfully**

**Deeksha Devadiga  
DIN: 08652925**



**Date: 17.06.2024**

To,

**DJ Mediaprint & Logistics Limited  
24, Palkhiwala House, 01<sup>st</sup> Dhobi Talao Lane,  
Tara Manzil, Marine Lines  
Mumbai-400001**

**SUBJECT: RESIGNATION AS AN INDEPENDENT DIRECTOR OF THE  
COMPANY.**

I, **Purushottam Mahadeo Dalvi**, Independent Director on the Board inform you that, due to my pre-occupation and other personal commitments, I tender my resignation as an Independent Director of the Company with effect from **18th June, 2024**.

I hereby confirm that there are no other material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the Board for the support extended to me during my tenure as an Independent Director of the Company.

Thanks and Regards



**Purushottam Mahadeo Dalvi**

**MR. PURUSHOTTAM MAHADEO DALVI**

**Add: 13/6, MULUND AUDUMBAR CO-OP CHS LTD, MHADA COLONY,  
MULUND(EAST) MUMBAI-400081**

**Date:17.06.2024**

To,

<b>BSE Limited,</b> Department of Corporate Services, 1 <sup>st</sup> Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 <b>Scrip Code: 543193</b>	<b>National Stock Exchange of India Limited,</b> Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 <b>Symbol: DJML</b>
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**SUB- Confirmation regarding Resignation of Mr. Purushottam Mahadeo Dalvi  
as Non- Executive Independent Director of DJ Mediaprint & Logistics Limited**

Dear Sir/Madam,

With respect to captioned subject I, **Purushottam Mahadeo Dalvi (DIN: 08648037)** hereby confirm that there are no other material reasons for my resignation as an Independent Director other than those stated in resignation letter submitted by Company with you.

**Thanking You,**

**Yours' Faithfully**



**Purushottam Mahadeo Dalvi  
DIN: 08648037**