

DJ MEDIAPRINT & LOGISTICS LIMITED

(CIN:U60232MH2009PLC190567)

Registered Office: 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002.
 Corporate Office: UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400 703,
 Tel: 022 – 2788 9340/41/43/ Website:www.djcorp.in Email: cs@djcorp.in

NOTICE OF THE 12th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12th ANNUAL GENERAL MEETING OF MEMBERS OF DJ MEDIAPRINT & LOGISTICS LIMITED WILL BE HELD ON SATURDAY, 25th SEPTEMBER, 2021 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OVAM”) TO TRANSACT THE FOLLOWING BUSINESS;

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors (“the Board”) and auditors thereon.
2. To appoint a Director in place of Mr. Dwarka Prasad Gattani (DIN: 06865570), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Devadas Alva (holding DIN: 06902537) be continued as an Non- Executive Director of the Company, notwithstanding that on 10th September 2021 he attains the age of 79 years during the aforesaid tenure.”

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Navinchandra Rama Sanil (DIN : 08648083) be continued as an Independent Director of the Company for the term of 5 years effective from 5th September, 2020 to 04th September, 2025, notwithstanding that on 09th May 2022 he attains the age of 70 years during the aforesaid tenure.”

By order of the Board of Directors

For DJ Mediaprint & Logistics Ltd.
Khushboo Mahesh Lalji
 Company Secretary
M.No.:- A53405

Place: Mumbai

Date: 30.08.2021

Registered Office:

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

Notes:

1. In view of existing **Covid-19 Pandemic** and in accordance with General Circular No. **02/2021** dated **13th January, 2021** read with **General Circular no 20/2020** dated **5th May, 2020** issued by **Ministry of Corporate Affairs** coupled with Circulars dated **08th April, 2020** and **13th April, 2020** ; the Annual General Meeting(“AGM”) is being held through video

conferencing without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the company. The AGM is being held at the Corporate office of the company situated at U.P. Warehouse, Mafco Yard, Plot No. 4 to 9, First Floor, Sector 18, Vashi, Navi Mumbai -400703 Maharashtra, India. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing ;

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the relevant details pursuant to Regulation 26 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect to the profile of the Director to be re-appointed and appointment of Non – Executive & Independent Director is enclosed as **Annexure A**;
3. The members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 02.30 p.m. i.e. at least 30 minutes before the commencement of the meeting and 15 minutes post the conclusion of the Meeting. All the members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the meeting.
4. The members are requested to note that since the Meeting is being held through Video Conferencing, the facility for appointment of proxies shall not be available for the 12th Annual General Meeting of the Company, therefore the Proxy Form and Attendance Slip are not annexed to this Notice;
5. The Register of Members and Transfer Books of the Company will be closed from **18th September, 2021** to **25th September, 2021**, both days inclusive;
6. In accordance with the Directions issued by the Ministry of Corporate Affairs, the Meeting has a capacity to host atleast 1000 members on a First-Come, First-Serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The participants are allowed to pose their questions concurrently or they can submit the questions in advance on the email id cs@djcorp.in.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15th January, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report of 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2020-21 will also be available on the Company’s website www.djcorp.in, websites of the Stock Exchange i.e. BSE Limited www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e- Voting facility during the AGM) i.e. www.evotingindia.com.
8. Members holding shares in **Dematerialized Form** are requested to intimate all changes pertaining to their Bank



details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, **M/s. Purva Share Registry (India) Private Limited** to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to **M/s. Purva Share Registry (India) Private Limited**.

9. Members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or **M/s. Purva Share Registry (India) Private Limited** for assistance in this regard.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the **Company or M/s. Purva Share Registry (India) Private Limited**, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the **Register of Members** of the Company will be entitled to vote at the AGM.
12. Transfer of Unclaimed/Unpaid amounts to the **Investor Education and Protection Fund (IEPF)**, Pursuant to **Sections 205A and 205C** and other applicable provisions, if any, of the **Companies Act, 1956** and **Section 123 of Companies Act, 2013** all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/ unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the **IEPF** established by the Central Government. No claim shall lie against the Company for the amounts so transferred prior to **31st March, 2021**, nor shall any payment be made in respect of such claim.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice;
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under **Section 170 of the Companies Act, 2013** and the Register of Contracts or arrangements in which directors are interested, maintained under **Section 189 of the Companies Act, 2013** will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **25th September, 2021**. Members seeking to inspect such documents can send an email to cs@djcorp.in.
15. Pursuant to Section 112 and 113 of the Companies Act, 2013, representative of members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through Video conference;
16. Authorised Representatives of Corporate Members and

Representatives appointed in pursuance of Section 112 of the Companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address cs@djcorp.in; if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer's verification;

17. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, **M/s. Purva Share Registry (India) Private Limited**, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra Tel.: 022 2301 2518 / 8261, Email/ Investor Grievance E-mail: support@purvashare.com Website: www.purvashare.com.
18. As per the provisions of **Section 72 of the Companies Act, 2013** read with the rules made thereunder, facility for making nominations is available for Members, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, **M/s. Purva Share Registry (India) Private Limited**, in case the shares are held in physical form.
19. Members seeking any information or clarifications on the Annual Report are requested to send in written, queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.
20. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice.

21. VOTING THROUGH ELECTRONIC MEANS:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members with respect to the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. Thus, the facility for casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL;

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made

available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- iii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- iv. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- v. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.djcorp.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- vi. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- vii. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated 13th January 2021.

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

- (i) The voting period begins from **09:00 a.m.** on **Wednesday, 22nd September, 2021** and ends on

Friday, 24th September, 2021 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 18th September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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



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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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).

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- 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.
- 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.

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

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads with latest internet browsers for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to AGM mentioning their name, demat account number/ folio number, email id, mobile number at cs@djcorp.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@djcorp.in. These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered

invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS 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.
22. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
 23. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/3
 24. Mr. Rahul Gupta (ICSI Membership No. ACS-43021), of M/s B R Gupta & Company, Practising Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
 25. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.djcorp.in and on the website of CDSL immediately after the result is declared by the Chairperson. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By order of the Board of Directors
For DJ Mediaprnt & Logistics Ltd.
Khushboo Mahesh Lalji
Company Secretary
M.No.:- A53405**

Place: Mumbai

Date: 30.08.2021

Registered Office:

24, 1st Floor, Palkhiwala House, Tara Manzil
01st Dhubhi Talao Lane, Mumbai – 400 002, Maharashtra

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE “ACT”)

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 & 4 of the accompanying Notice.

Item No-3

Mr. Devadas Alva, aged 78 years is a Non- Executive Director of the Company and is liable to retire by rotation.

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

Mr. Alva would be attaining the age of 79 years on 10th September, 2021. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Alva as an Non-Executive Director beyond 10th September, 2021, consent of the Members would be required by way of a Special Resolution.

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

A brief profile of Mr. Alva as required under Regulations 36(3) of the Listing Regulations with the Stock Exchanges, is given in Annexure A to this Explanatory Statement.

Except Mr. Alva, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution.

The Board recommends the resolutions for the approval of the Members.

Item No. 4

Mr. Navinchandra Rama Sanil, is aged 69 years. Mr. Sanil would be attaining the age of 70 years on 09th May 2022. In view of the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. Sanil as an Independent Director from 09th May 2022 to 04th September 2025, consent of the Members is required by way of a Special Resolution.

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

A brief profile of Mr. Sanil as required under Regulations 36(3) of the Listing Regulations with the Stock Exchange, is given in Annexure A to this Explanatory Statement.

Except Mr. Sanil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution

The Board recommends the resolutions for the approval of the Members.



**ANNEXURE A
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;**

Particulars	Mr. Devadas Alva	Mr. Navinchandra Rama Sanil	Mr. Dwarka Gattani
DIN	06902537	08648083	06865570
Designation	Non-Executive Director	Independent Director	Non-Executive Director
Date of Birth	10/09/1942	09/05/1952	07/11/1982
Age	79	69	39
Date of appointment on Current Position	25 th June, 2014	Appointed as an Additional Independent Director on 29 th November, 2019. His appointment Regularized on 05 th September 2020	Appointed as an Additional Independent Director on 29 th November, 2019. His appointment Regularized on 05 th September 2020
Nationality	Indian	Indian	Indian
Qualifications	Diploma in Electronics	Commerce Graduate from Mumbai University	Qualified Chartered Accountant from the Institute of Chartered Accountants of India.
Expertise in specific functional areas	He is having vast experience of 40 years in corporate compliance and administration as Maharashtra State Government Official and expertise in Human resource and legal field.	He has an experience over 35 years in various fields like Accounting, Public Relations, Corporate governance, etc. Out of 35 years, he served Indian Defence (Civilian) for about 18 years.	He is having more than 16 years of experience in the Investment Banking, Debt Syndication and Management Consultancy Services etc.
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	Nil	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	600	Nil	Nil
Remuneration proposed to be paid	Other than sitting fees for Board Meetings attended by them no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by them no other remuneration is paid to him.	Other than sitting fees for Board Meetings attended by them, no other remuneration is paid to him.
Remuneration last drawn For financial year 2019-2020	Nil	Nil	Nil
Number of Board meetings attended during the financial year 2020-2021	4	4	4
Directorship of other Companies in India (as on March 31, 2021)	Nil	Nil	Promoter – Director with Corporate Capital Designers Pvt Ltd
Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2021)	Nomination Remuneration Committee- Member.	1. Audit Committee- Member. 2. Nomination Remuneration Committee- Chairman. 3. Stakeholders Relationship Committee- Chairman.	1. Stakeholders Relationship Committee- Member.
Terms and Conditions of Appointment	Non-Executive Director liable to retire by rotation	Appointed as Independent Director by the Company for 5 years from 5 th September, 2020 to 04 th September, 2025, not liable to retire by rotation.	Non-Executive Director liable to retire by rotation

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

Khushboo Mahesh Lalji

Company Secretary

M.No.:- A53405

Place: Mumbai
Date: 30.08.2021

Registered Office:

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